

EXHIBIT 1

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

DPH HOLDINGS CORP., *et al.*,

Reorganized Debtors.

Chapter 11

Case No. 05-44481 (RDD)
(Jointly Administered)

DECLARATION OF JOHN BROOKS

John Brooks declares, under penalty of perjury, as follows:

1. I submit this declaration in support of the Reorganized Debtors' Omnibus Response To Defendants' Submissions And Oppositions To Motion For Leave To Amend Based On October 22, 2009 Supplemental Postconfirmation Extension Of Avoidance Action Service Deadline Motion (the "Response") in certain preference actions filed in the above-captioned chapter 11 proceedings (the "Chapter 11 Cases"). Capitalized terms not otherwise defined in this declaration have the meanings ascribed to them in the Response.

1. Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge and my review of relevant documents and data.

2. Since October 6, 2009, I have served as the President of DPH Holdings Corp., on behalf of itself and each of the company's subsidiaries in their capacities as reorganized debtors and on behalf of the chapter 11 estates being administered by DPH Holdings Corp. (collectively, "DPH").

3. In my position as President, I have had, and continue to have, responsibility for administering, and otherwise overseeing, the prosecution of preserved preference claims for the benefit of the chapter 11 estates.

4. Following my appointment as President of DPH, I became aware that 177 preference claims ("Preference Actions") had been preserved; that such actions had been filed under seal and that an order had been entered by the Court that extended the time in which DPH could serve the Preference Action summonses and complaints.

5. I reviewed the Preference Actions with the information that was available to me, which included one or more meetings with individuals who had knowledge of these claims. My review also included review of information and consultation with individuals on the potential claim value of each preserved action. Following my review, I made the business decision that it was in the best interest of DPH to proceed with all Preference Actions.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Executed on August 3, 2011.

A handwritten signature in black ink, appearing to be "JB" with a large loop, positioned above a horizontal line.

John Brooks

EXHIBIT 2

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2 UNITED STATES BANKRUPTCY COURT

3 SOUTHERN DISTRICT OF NEW YORK

4 Case No. 05-44481-rdd

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6 In the Matter of:

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8 DPH HOLDINGS CORP., ET AL.,

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10 Debtors.

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14 U.S. Bankruptcy Court

15 300 Quarropas Street

16 White Plains, New York

17

18 June 21, 2011

19 10:10 AM

20

21 B E F O R E:

22 HON. ROBERT D. DRAIN

23 U.S. BANKRUPTCY JUDGE

24

25

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2 Hearing Re: Whether the Reorganized Debtors' Proposed Amended
3 Complaints meet the Rule 8 pleading standard pursuant to
4 Twombly and Iqbal and also comply with the Dismissal Order
5 entered by this Court on September 7, 2010.

6

7 Hearing Re: Whether certain individual preferential transfers
8 alleged in the Proposed Amended Complaints, but not alleged in
9 the Original Complaints, should now be dismissed because they
10 do not relate back to the dates the Original Complaints were
11 filed.

12

13 Hearing Re: With respect to Defendants that raise a contract
14 assumption defense at the hearing, whether the factual disputes
15 between the Reorganized Debtors and those Defendants warrants
16 further discovery and investigation.

17

18 Hearing Re the Fourth Extension Challenges.

19

20 Hearing Re: The procedures to be implemented to adjudicate the
21 case-sensitive, nonpleading-based, factual issues that the
22 Defendants originally raised in their Motions to Vacate and
23 Dismiss, and then raised again in opposition to the Motions.
24 Those issues include, by way of example and not limitation,
25 issues related to notice and prejudice in connection with the

1 Rule 4(m) orders.

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DPH HOLDINGS CORP., ET AL.

1 P R O C E E D I N G S

2 THE CLERK: All rise.

3 THE COURT: Please be seated.

4 Okay, good morning. In re DPH Holdings.

5 MS. HAFHEY: Good morning, Your Honor.

6 Good morning, Your Honor. I'm Cynthia Haffey from the
7 law firm of Butzel Long representing the reorganized debtors in
8 forty-seven of the preference cases subject to today's hearing.

9 Also here, today, is the law firm of Togut, Segal &
10 Segal which as conflicts counsel, represents the reorganized
11 debtors in the remaining preference actions.

12 Seated with me at counsel table this morning are Bruce
13 Sendek, Sheldon Klein, all from Butzel Long. Along with
14 myself, Mr. Klein and Mr. Sendek will be addressing issues that
15 arise from the reorganized debtors' motions for leave to amend
16 their original complaints, as well as from the motion that was
17 filed by certain of the preference defendants requesting relief
18 from the Court's fourth order extending the time to serve the
19 preference complaints.

20 If I may, Your Honor, first, in the interest of
21 housekeeping, and very briefly by way of background, I thought
22 I'd give the Court a status as to the preference actions in
23 total. As this Court may recall, we filed a total of 179
24 preference complaints. And Butzel Long is counsel in 168 of
25 those cases, and Togut, as I said earlier, has the balance of

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1 the actions.

2 Prior to filing the motions for leave to amend, the
3 Butzel actions were reduced; we resolved 45 of those 168. So
4 when we filed the motions for leave to amend in September, we
5 filed in 123 of those actions.

6 Since filing those motions to amend, we have resolved
7 an additional 52 of those 123 cases, so of only 168 cases, only
8 71 remain. Of those, we've had several cases in which we have
9 not had counsel file an appearance, and we have twenty-four of
10 those actions where the motion, today, is unopposed. And I
11 will ask Mr. Milin from Togut to give you a brief update on the
12 Togut cases, Your Honor.

13 THE COURT: Okay.

14 MR. MILIN: Your Honor, we filed eleven actions.
15 We're down to six. Of the six, there are three who have filed
16 motions. One of them does not raise Rule 8 issues and so it
17 won't be at issue today. Of the two that do raise Rule 8
18 issues, one, we've reached a settlement in principle leaving a
19 sole defendant at issue today.

20 THE COURT: Okay.

21 MS. HAFHEY: Now, regarding today's agenda, the Court
22 may recall that back in December -- I think it was December
23 17th of 2010 -- there was a conference call between the parties
24 and the Court in which the issue of today's agenda was
25 discussed and agreed upon. Prior to that call, the Butzel firm

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1 sent this Court a list of its proposed issues, and the Honigman
2 firm, generally -- and I believe the Dickinson Wright firm, if
3 I recall, Your Honor, generally on behalf of the responding
4 defendants, each submitted a proposed hearing agenda to
5 chambers, as well.

6 On the call, the parties agreed to work from the
7 defendants' agenda list, and during that call, this Court
8 decided what issues that it would hear today. And those can be
9 summarized into five topics.

10 First, whether the reorganized debtors' proposed
11 amended complaints meet the Rule 8 pleading standard under
12 Twombly and Iqbal as well as under this Court's dismissal order
13 that was entered on September 7, 2010.

14 Second, whether individual preferential transfers that
15 are alleged in the proposed amended complaints, but that were
16 not alleged in the original complaints, relate back to the
17 original complaints.

18 Third, to the extent that there is a defendant who
19 raises a contract assumption defense today, whether the
20 reorganized debtors have sufficiently investigated the defense
21 and dispute in good faith such that dismissal at this stage is
22 unwarranted.

23 Fourth, in addition to those issues, as I mentioned a
24 moment ago, we also have a motion that was filed by certain
25 defendants seeking relief from the Court's fourth order under

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1 Rule (m) (sic).

2 And then finally, the Court also advised that it would
3 address today what procedures it would put in place to
4 adjudicate the case-sensitive, nonpleading-based, factual
5 issues that the defendants originally raised in their motions
6 to dismiss, to vacate and then raised again in their
7 oppositions to the reorganized debtors' motion to seek leave.
8 And those issues include, by way of example but not limitation,
9 issues related to notice and prejudice in connection with the
10 Rule 4(m) orders.

11 In presenting today's argument, let me just --

12 THE COURT: Let me just interrupt you there.

13 MS. HAFLEY: Sure.

14 THE COURT: Do the objectors agree with that agenda?

15 MR. SULLIVAN: No, Your Honor.

16 THE COURT: Okay.

17 MR. SULLIVAN: I was going to get into a little bit of
18 an introductory argument, but just -- if you want me to limit
19 it to just the agenda --

20 THE COURT: No, I just want to focus on the agenda.

21 MR. SULLIVAN: Okay. James Sullivan from Moses &
22 Singer, counsel for the Timken Company and the Timken
23 Corporation.

24 Your Honor, it took a while, but the defendants really
25 have been trying their best to try to work collaboratively

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1 together, and the group decided, for some reason, to elect me
2 to represent them in laying out what they proposed should be
3 the agenda for today's hearing.

4 And to start, Your Honor, the defendants would like to
5 address the defendants' failure to abide by the Court's
6 directives during -- I'm sorry -- address the
7 debtors'/plaintiffs' failure to abide by the Court's directives
8 during the December 17th status hearing. Specifically, the
9 debtors were ordered to individually brief each of the
10 arguments raised by the defendants, and second, the debtors
11 were ordered to respond to requests for documents and
12 information bearing on the contract assumption and release
13 issues by early January. The plaintiffs have done neither of
14 these things. They failed to comply, and this issue was
15 noticeably omitted from the plaintiffs' proposed agenda.

16 Ira Herman will be taking the lead on this issue,
17 and --

18 THE COURT: Well, isn't that subsumed, though -- the
19 latter point, isn't that subsumed in the contract assumption
20 issue?

21 MR. SULLIVAN: The latter point, yes, Your Honor, we
22 can address it in connection with the contract assumption, but
23 aside and apart from the merits of that argument, it goes to
24 compliance with Your Honor's directives.

25 THE COURT: Okay, and on the first point, I treat that

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1 as subsumed within the Rule 8 leave to amend issues, although,
2 I mean, in both cases, there's a burden of proof issue, and I
3 think the failure to respond is a burden of proof issue. So --

4 MR. SULLIVAN: Sure, Your Honor.

5 THE COURT: All right, so --

6 MR. SULLIVAN: Sure, Your Honor, but I thought it was
7 worth kind of --

8 THE COURT: All right, no, I understand. Okay.

9 MR. SULLIVAN: -- I thought it was a threshold issue,
10 Your Honor --

11 THE COURT: Fine.

12 MR. SULLIVAN: -- may want to get into.

13 THE COURT: All right.

14 MR. SULLIVAN: And that's why we thought that it
15 should be addressed up front.

16 THE COURT: All right, are there any other agenda
17 issues? And in particular, I had one, and I just wanted to
18 make sure that we're on the same page with this. Both counsel
19 for the plaintiffs have referred to the first issue as whether
20 the proposed amended complaints meet Rule 8 and the
21 requirements of my September 7th, 2010 order. That isn't the
22 only aspect of a Rule 15 motion.

23 MR. SULLIVAN: Correct, Your Honor.

24 THE COURT: And while I understand that this was not
25 set up as a factual hearing on prejudice, for example, nor an

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1 evidentiary hearing on prejudice, it would seem to me that if,
2 in fact, there are other aspects of the Rule 15(a) standard
3 that you all can show are not satisfied as a matter of law,
4 then that should be part of this, whether it's compliance with
5 Rule 8 or some other aspect of Rule 15(a). Am I missing
6 something on that?

7 MR. SULLIVAN: Your Honor, I think, among other
8 things, for example, bad faith, undue delay, and dilatory
9 motive are also components of Rule 15.

10 THE COURT: Right. Well, among other things, people
11 have asserted that they never got notice of the original
12 orders. I mean, at some point, maybe this is not a factual
13 issue; it's really an issue of law. I mean, I don't know. I'm
14 asking you all, is that something you all agreed to keep out of
15 this hearing?

16 MS. HAFHEY: Your Honor --

17 THE COURT: And I'm making a distinction between this
18 not being an evidentiary hearing and a hearing where there is a
19 burden of proof, albeit a fairly light one on the plaintiff in
20 a motion to amend that it needs to carry, and there are
21 assertions that have been made that I'm not sure have been
22 rebutted in some respects that pertain to more than just Rule
23 8.

24 MR. SULLIVAN: I agree, Your Honor.

25 MS. HAFHEY: Your Honor, may --

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1 THE COURT: All right, let me -- I mean, it's a
2 question addressed to you as much as to the defendants.

3 MS. HAFHEY: Thank you, Your Honor. And I would refer
4 the Court to page 33. The Court was wise enough to have a
5 transcript of our conference on December 17th, and on page 33,
6 line 3 and 4, when addressing the issue of the "no notice"
7 defendants, if I can refer to them in that category, the Court
8 said, "All right, I'm not going to deal with the notice issues
9 on the 17th." And at that time, this hearing was scheduled for
10 February 17th. So you expressly stated that we would not be
11 dealing with no notice at today's hearing. And in fact,
12 plaintiffs have relied on that --

13 THE COURT: All right, but that wasn't in the context
14 of the 4(m), as opposed to Rule 15?

15 MS. HAFHEY: It was in the context of Rule 15, Your
16 Honor. It wasn't -- we dealt with the 4(m) later on in the
17 conference.

18 And then, in regards to the broader issues, in fact,
19 the conversation with the Court during the December 17th
20 hearing was with Mr. Sullivan, and he was making some of these
21 arguments to the Court, and on page 36, the Court said that "I
22 understand that the people would like to have a complete
23 resolution on their particular claim, but I don't think that
24 can happen on an omnibus basis. What can happen is an analysis
25 of the amended complaint and whether on its face, it's unlikely

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1 to succeed and/or failing the Twombly-Iqbal standards," and
2 that's already been briefed.

3 MR. SULLIVAN: Your Honor, the first thing I'd like to
4 say is that I think the plaintiff sort of did the defendants a
5 favor by not responding to a bunch of the arguments. I think
6 as a matter of law, you can find that they basically waived or
7 abandoned the ability to oppose those arguments, and therefore,
8 we should win it as a matter of law on a host of different
9 issues. I attach as an exhibit to the Timken surreply, just
10 for something for informational purposes for the Court which
11 kind of lays out some of the arguments that each of the
12 defendants raised, and each of these arguments were unrebutted
13 by counsel for the plaintiffs. And therefore, as a matter of
14 law, I think Your Honor can find that they've abandoned, waived
15 those issues, and therefore, we don't even need to move on to
16 the other issues, Your Honor.

17 MS. HAFHEY: Just so we're clear, Your Honor, when I
18 quoted from the transcript earlier and said that it's already
19 been briefed, that was not the briefing for this hearing. The
20 briefing for this hearing wasn't filed by the reply brief on
21 behalf of this --

22 THE COURT: As you can see, I have a lot of binders up
23 here and I'm looking for the transcript of the December
24 teleconference that we had.

25 MS. HAFHEY: I would be happy to hand you my copy.

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1 THE COURT: Okay, thanks.

2 MS. HAFHEY: May I approach?

3 THE COURT: Yes.

4 MS. HAFHEY: In the -- on page 34, Your Honor, where I
5 just quoted a moment ago --

6 (Pause)

7 THE COURT: Okay, all right. I think the one issue --
8 John, can you give that back?

9 I think the one issue that wasn't really dealt with,
10 although maybe it was meant to be was -- and a couple of people
11 have raised this -- is the existence of, on an aggregate basis
12 against an individual defendant less than 250,000, I think that
13 was also meant to be covered by this motion for today.

14 MS. HAFHEY: I don't believe we have any defendants
15 that have that issue.

16 MR. SULLIVAN: That's not true, Your Honor.

17 THE COURT: No, I think there are a couple.

18 MR. SULLIVAN: There are people in this courtroom that
19 would beg to differ, Your Honor.

20 THE COURT: Yeah, no, there are a couple. At least
21 they've asserted it. But I think that the other -- I think the
22 other issues are properly -- with the caveat that Mr. Sullivan
23 raised about individualized responses on the relate points and
24 the contract assumption points, I think that, unless I'm
25 missing something, the agenda for today that counsel laid out

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1 is accurate.

2 MR. SULLIVAN: Your Honor, we understand that, for the
3 most part, it was more about the way certain things were worded
4 and the glaring omission of the December 17th directives.

5 THE COURT: Okay.

6 MR. SULLIVAN: But we can probably --

7 THE COURT: All right.

8 MR. SULLIVAN: Our agenda was a little bit more
9 specific because we broke it down by different speakers.

10 THE COURT: Okay.

11 MR. SULLIVAN: And so if it pleases Your Honor, I can
12 kind of lay out which counsel are going to take the lead on
13 certain issues.

14 THE COURT: No, that's fine. I just wanted to make
15 sure we were all on the same page. And I think the one --
16 you've raised the two points, and I think the one other point
17 that the transcript reminded me of was the -- some people have
18 raised this -- whether, in the aggregate, certain defendants
19 are being sued for less than 250,000 dollars.

20 MS. HAFHEY: And we'll be prepared to respond to that,
21 Your Honor. That's --

22 THE COURT: Okay, all right.

23 MS. HAFHEY: Mr. Sullivan, did you want to inform the
24 Court now who was going to be arguing, and then I'll go on with
25 the --

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1 THE COURT: That's okay. You can do that when it
2 comes up.

3 MR. SULLIVAN: Okay, and just so Your Honor -- just to
4 kind of lay out the procedures, then, Your Honor, although
5 we've kind of picked a lead for each issue, others may want to
6 kind of chime in at the end, and instead of doing it at the
7 very end, we would like to do it at the end of each segment of
8 the argument, if that's okay?

9 THE COURT: That's fine; that's a good idea. Okay.

10 UNIDENTIFIED SPEAKER: Will counsel on the phone be
11 allowed to note their appearances?

12 THE COURT: Well, when you speak. When you speak, and
13 I'm not urging -- I mean, no one has to speak if they don't
14 want to, but when you speak, you should note your appearance
15 and who you're representing. And obviously, if you come back
16 again, you're going to have to do the same thing since the ECRO
17 operator can't see you.

18 Okay.

19 MS. HAFHEY: Thank you, Your Honor.

20 THE COURT: Please.

21 MS. HAFHEY: Our order, Your Honor, in presenting
22 today's arguments on behalf of the reorganized debtors, I will
23 cover the Rule 8 and the pleading standard, as well as the
24 standard set by this Court set on September 7th, 2010, as well
25 as the argument relating to the transfers under the alleged

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1 assumed contracts. Mr. Klein, then, will address whether DAS
2 LLC is the proper plaintiff in the proposed amended complaints,
3 and why the named defendants in the proposed amended complaints
4 are the proper defendants. And then Mr. Sendek, to Mr. Klein's
5 left, will focus on why the proposed amended complaints
6 properly allege insolvency, and in addition will argue for the
7 reorganized debtors in response to the motion seeking relief
8 from the fourth order extending the time to serve under the
9 last 4(m) order.

10 Before I move on, Your Honor, with the Rule 8 motion,
11 I thought I would deal with the assumption argument first --

12 THE COURT: Okay.

13 MS. HAFLEY: -- and maybe we can resolve that, as well
14 as a relation-back argument.

15 This Court, in July, told the reorganized debtors that
16 any contracts that had been assumed needed to be dismissed --

17 THE COURT: Well, no. I actually said that if a
18 transfer -- if the antecedent debt was under a contract that
19 had been assumed, then it had to be dismissed --

20 MS. HAFLEY: Yes.

21 THE COURT: -- under TeleGen and all the other cases.

22 MS. HAFLEY: Correct.

23 THE COURT: Okay.

24 MS. HAFLEY: And in fact, Your Honor, we went through
25 the complaints and where our records show that that was the

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1 case, we did dismiss either actions entirely or actions in
2 part. I have, personally, I had numerous conversations with
3 defense counsel on these issues, and we have dismissed all but
4 ten of the actions. In certain of those actions, we have
5 agreed that there are transfers under assumed contracts; we
6 have agreed and stated that we would dismiss those, and have
7 asked opposing counsel to enter into an order with us to
8 dismiss those.

9 But in each of those cases, with one exception, in
10 each of those cases, the defendant has disagreed with our
11 analysis and have argued that all of the transfers have been
12 assumed. We have a good faith dispute; we have records that
13 show what transfers were assumed -- what POs, I should say,
14 Your Honor, were assumed, what POs were not assumed. A general
15 argument of the defendants is well, we had a master supply
16 agreement and we generally operated under a master supply
17 agreement, and therefore, everything should have been assumed.
18 But Delphi didn't assume things at the master supply agreement
19 level with few exceptions, early on, back in 2006. It assumed
20 things at the purchase order level. And we have records of
21 notices of nonassumption that went out to some of these
22 defendants as to these POs. And despite those discussions, we
23 continue to have this good faith dispute, and it is a good
24 faith dispute. And I can provide the Court with a list of
25 those defendants later, if the Court would like.

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1 THE COURT: Well, I mean, certain defendants, and I'm
2 not sure whether you've resolved these since the -- any of
3 these since the objections were filed, but certain of the
4 defendants assert with an affidavit that the only contract we
5 had was contract X with whatever Delphi entity -- I guess,
6 generally, with DAS, and that contract was assumed they show
7 the assumption order. And so I think at that point, it's
8 incumbent upon the debtors as part of the futility argument to
9 show that it wasn't assumed, that there was some other -- that
10 the purchase order or some other contract wasn't assumed.

11 MS. HAFLEY: If --

12 THE COURT: Are you prepared to do that?

13 MS. HAFLEY: If the debtor -- if I can have two
14 responses -- if the debtor provided us or attached a contract
15 that showed at the master supply level that it was assumed,
16 we've assumed those, Your Honor. So without knowing what
17 particular defendant the Court's referring to -- I mean,
18 recently, we've dismissed --

19 THE COURT: Well, so I think what I ought to do here
20 is counsel says that there are ten remaining complaints that
21 some portion of which, at least, involve transfers where the
22 defendant asserts that the claim would be futile because the
23 contract was assumed that gave rise to the antecedent debt. So
24 I'm going to ask the objectors who have objected on that basis
25 to identify themselves and tell me, and then the debtors would

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1 need to give me a response.

2 MR. HERMAN: Good morning, Your Honor. Ira Herman,
3 Thompson & Knight for Victory Packaging. Your Honor, we filed
4 our surreply dated June 14th. Your Honor, we've provided the
5 debtors -- the reorganized debtors with copies of the supply
6 agreement which is denominated "Packaging Commodity Management
7 Agreement" which was attached to the proof of claim, Your
8 Honor.

9 THE COURT: Okay.

10 MR. HERMAN: Nowhere in the debtors' filings have they
11 asserted in writing that that agreement had not been assumed.
12 In fact, Your Honor, the only evidentiary matter before Your
13 Honor is the affidavit of Leah Borrello that was filed in
14 support of the opposition to the motion to file the amended
15 complaint.

16 Your Honor, the debtor has taken, as you've heard, a
17 position that there were open POs that could be amenable to
18 assumption or rejection. The facts, Your Honor, are that the
19 debtor, in 2007, paid cure amounts and assumed the supply
20 agreement under the plan of reorganization paragraph 8.1.
21 Those payments in 2007, Your Honor, on account of open account
22 receivable, not open POs, we don't know what these "POs" the
23 debtors' talking about are because in 2007, Your Honor, when
24 the cure payments were made, no deliveries of new corrugated
25 was made by Victory Packaging -- we supplied boxes to them

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1 every day -- because there was nothing to supply. There was no
2 executory contract, PO by PO. There was one overarching
3 Packaging Commodities Management Agreement which, Your Honor, I
4 can hand up to you if you want to take a look at it. There was
5 an ongoing relationship between the parties, many years. I'm
6 not sure what the debtors' internal recordkeeping shows. Our
7 clients, Victory Packaging, would sign an affidavit in one
8 second that they did not receive any "notices of
9 nonassumption". We have no idea what a notice of
10 nonassumption.

11 Unless Your Honor has any questions, I'll sit down and
12 respond to argument by counsel for the reorganized debtors
13 because the argument that there were open POs to be assumed or
14 rejected in 2007 goes beyond credibility, Judge. There just
15 was nothing there.

16 MS. HAFLEY: May I respond, Your Honor?

17 THE COURT: Okay.

18 MS. HAFLEY: In discussions with counsel, and I've had
19 many with Mr. Herman, I have provided him with the list of
20 those POs in which they received notices of nonassumption. I
21 also, Your Honor, have -- and I would be happy to share with
22 the Court, if I could approach -- an e-mail between the
23 reorganized debtors and Victory Packaging in which they refer
24 to "Please make sure all your future business is POs; let's put
25 this in payment terms."

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1 MR. HERMAN: Your Honor, I haven't seen that document,
2 and there's no foundation for the alleged list that she has
3 mentioned. And as Your Honor said, this is not an evidentiary
4 hearing.

5 THE COURT: What is -- let me turn to your objection.
6 This is probably in volume 6, right?

7 (Pause)

8 THE COURT: Okay, this is -- do you -- what I'm
9 looking for, here, and I'm not sure I have it, is evidence on
10 your part that the contracts were the only contracts and they
11 were all assumed.

12 MR. HERMAN: Pardon, Your Honor? The evidence, Judge,
13 is the plan paragraph 8.1 and the cure checks that the debtor
14 delivered to the debtor after confirmation, 8.1 --

15 THE COURT: 8.1 says everything's assumed unless it's
16 rejected.

17 MR. HERMAN: Every -- that's in existence, correct,
18 and we received cure payments marked "cure". So they cured
19 them.

20 THE COURT: So --

21 MS. HAFHEY: We --

22 THE COURT: -- is there any evidence of any rejection
23 of the contracts?

24 MS. HAFHEY: Well, Your Honor, there were --

25 MR. HERMAN: No, Judge.

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1 MS. HAFHEY: If I may, Ira.

2 I have asked Mr. Herman for the contract to which they
3 rely on, and for, I don't know, over a month now that we've had
4 these discussions, and they --

5 THE COURT: But I think 8.1 means that he doesn't have
6 to provide that because unless the debtors took the step of
7 rejecting the contract, it was deemed assumed.

8 MS. HAFHEY: Unless notices of nonassumption were also
9 sent out, in which we sent out notices of nonassumption.

10 THE COURT: All right, well, do you have those?

11 MS. HAFHEY: Yes, well, I have the list of the notices
12 of nonassumption.

13 MR. HERMAN: Your Honor, a list is a computer run.
14 Your Honor, our client has told me that we've never received
15 those; we don't know what they're talking about. There were no
16 open POs to reject or to not assume, because all the goods
17 ordered under the Packaging Commodities Management Agreement in
18 2004 and '05 were sold and delivered. In fact --

19 THE COURT: The POs would have expired, in other
20 words.

21 MR. HERMAN: Your Honor, we supplied packaging to them
22 every day. The facts will show, if we ever get into it, that
23 sometimes, it was delivered without POs, sometimes with POs,
24 sometimes under a blanket PO. It was division by division by
25 Delphi. But the Packaging Commodities Agreement required

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1 Victory Packaging to hold the corrugated on their floor so they
2 could delivery daily. And if Victory had not delivered daily,
3 they would have been in breach of a contract.

4 And Your Honor --

5 THE COURT: Well --

6 MR. HERMAN: -- she handed me --

7 THE COURT: I'm sorry.

8 MR. HERMAN: -- counsel handed me this June 1, '06 e-
9 mail; I don't know if she's handed it up to the Court yet, Your
10 Honor. But Victory and Delphi entities continued doing
11 business post-bankruptcy daily.

12 THE COURT: But I guess --

13 MR. HERMAN: So this is irrelevant.

14 THE COURT: I guess the --

15 MS. HAFHEY: If I could just have that back.

16 THE COURT: I think --

17 MS. HAFHEY: The e-mail that's relevant --

18 THE COURT: I think I may have spoken too quickly, Mr.
19 Herman. You rely on 8.1 which is fine if there's an overall
20 executory contract that covers all of these relationships. But
21 if, in fact, each one is a standalone payment, then I guess
22 apropos of what you were saying, the earlier transfers weren't
23 part of an executory contract; they were part of an earlier
24 relationship.

25 MR. HERMAN: No, Your Honor.

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1 THE COURT: An earlier standalone purchase order.

2 MR. HERMAN: There was one supply agreement in effect
3 on the filing date, everything was sold and delivered pursuant
4 to this agreement. If Your Honor will review the agreement,
5 you'll see that there were obligations, back and forth, in
6 fact, under the agreement. As I said, Victory was required to
7 use certain inventory maintenance system; Victory was required
8 to keep corrugated on its floor.

9 THE COURT: All right, is there any dispute about
10 that --

11 MS. HAFHEY: Yes, Your Honor, there is.

12 THE COURT: -- that there's one overall agreement that
13 covered the relationship of the parties?

14 MS. HAFHEY: Delphi, like a lot of other automotive
15 suppliers, Your Honor, had what they called master service
16 agreements that dealt with some terms. But Delphi, as per
17 individual contract, dealt at the PO level, and it assumed
18 contracts at the PO level. And this e-mail right here, I
19 think -- Your Honor, if I could pass it up to you -- dated
20 September 13th, 2005 demonstrates that the parties who operated
21 at a provisional PO level and here they're changing payment
22 process.

23 MR. HERMAN: Your Honor, I haven't seen that e-mail,
24 and Your Honor --

25 MS. HAFHEY: I just showed it to you.

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1 MR. HERMAN: No, it's a different e-mail.

2 MS. HAFLEY: No, it's what I just handed --

3 MR. HERMAN: Okay, that doesn't look like the page.

4 But Your Honor, yes, during the ninety days before the
5 preference period, we improved the terms under the master
6 packaging agreement and gave them better terms and gave them
7 bigger discounts. So while Ms. Haffey is taking correspondence
8 out of context, we had one supply agreement, and Your Honor
9 will see that it's an integrated agreement, and the argument
10 that each separate PO issued under this agreement is a separate
11 contract is nonsense.

12 THE COURT: Okay, what about the defendants' argument
13 we shouldn't be doing this on the fly at the hearing, this
14 should've been addressed in your response.

15 MS. HAFLEY: Well, Your Honor, when we filed our
16 responses, we were -- and I'm just relying on the transcript
17 again, here, the Court says, that "I don't want to shift any
18 burden and I don't think that we should be wasting our time at
19 a hearing on something like this if the contracts have been
20 identified," and went on to indicate that we would have to look
21 at this and have a hearing on these individual bases. And I
22 can't find it right now in the transcript, but on that point,
23 that is what the defendants relied on, Your Honor, was what was
24 decided on December 17th in filing its response.

25 We did, however, take very much to heart the Court's

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1 statement that you wanted us to resolve these issues, and we
2 did, and we have, everywhere where the parties -- where the
3 defendants have shown us or through our own records have seen
4 that we assumed every transfer on the complaint, which goes
5 back to my conversation with Mr. Herman. We have a good faith
6 dispute, here, and I think this is a prime example as to why
7 this is better left for an evidentiary hearing.

8 MR. HERMAN: Your Honor, may I respond to that? We
9 attempted to engage Ms. Haffey's firm, pursuant to your
10 directive, back in January. We were ignored until last week.
11 That's the facts. I have the e-mail trail if Your Honor really
12 wants to see it; I don't want to get into it.

13 Your Honor, the debtor had all the time in the world
14 to respond, to develop the issue. These cases were filed in
15 2007; we had the hearing in December; we were supposed to have
16 a hearing in February. That was the twelfth hour, Your Honor.
17 They have not done what they were supposed to do, Your Honor.
18 We have provided this Court with evidence that there was an
19 assumed contract. That evidence has not been rebutted by the
20 debtor. They've waived the right to rebut that.

21 MS. HAFHEY: I don't think the Court wants to start
22 reviewing e-mail of counsel to show our due diligence --

23 THE COURT: Well, let me just go to the --

24 MS. HAFHEY: -- because I --

25 THE COURT: -- basic point, which is why haven't you

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1 waived the right to rebut that? I mean, the response is the
2 footnote, right in the reply which says we disagree?

3 MS. HAFHEY: Well, again, Your Honor, we were relying
4 on what was discussed at our December 17th hearing. But to Mr.
5 Herman's point where he says that we haven't been diligent on
6 this, I have a very fresh memory of a conversation with him
7 around the holiday season, because it wasn't the most pleasant
8 conversation I've ever had with opposing counsel, and I have e-
9 mail to that effect. And if -- he called me the following
10 Monday to apologize, to his credit, but we have been diligent,
11 and we have asked from day one for that underlying contract.
12 If he says that all the POs were assumed, please give us the
13 underlying contract. We don't have it; we have no record of
14 it. Our records show entirely different, that we worked at the
15 PO level with the supplier and sent out notices of
16 nonassumption.

17 MR. HERMAN: Your Honor --

18 THE COURT: Okay.

19 MR. HERMAN: -- the only evidence on the record is
20 that there was an assumed contract. It's never been
21 controverted. You have the affidavit of Leah Borrello in the
22 record supporting the fact that cure payments were received in
23 2007 on account of something. The only thing that was in
24 existence at that time was the master service agreement that
25 we've talked about called the Packaging Commodity Management

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1 Agreement. That was the only item. When payments were
2 received in 2007, Judge, they were just payments on account of
3 2004 and 2005 invoices. The debtor did not expect and Victory
4 did not deliver any goods in exchange for those cure amounts.

5 MS. HAFHEY: Again, Your Honor, we relied on what we
6 understood our briefing was supposed to entail. If the Court
7 would like, we would be happy to file an affidavit on
8 reorganized debtors' behalf within a very short period of time
9 on each one of these matters so that the Court can see there is
10 a good faith dispute.

11 THE COURT: Is there any notice of nonassumption?

12 MS. HAFHEY: For Victory Packaging? Yes, there are.
13 What I have with me today is our business record of those that
14 was provided by the client.

15 THE COURT: But I mean, was there any literal notice
16 that went to them --

17 MS. HAFHEY: Oh, yes.

18 THE COURT: -- in the form of a notice of
19 nonassumption.

20 MS. HAFHEY: Yes.

21 THE COURT: Okay. Why don't I hear from the other --

22 MS. HAFHEY: Now, I understand Mr. Herman says that
23 they didn't receive them, but yes.

24 THE COURT: All right, why don't I hear from the other
25 nine?

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1 MR. SULLIVAN: Your Honor, James Sullivan, counsel for
2 Timken. I submitted a supporting declaration -- numerous
3 supporting declarations, actually, evidencing the fact that
4 Delphi assumed, among others, a long-term agreement way back in
5 the beginning of the case, back in 2006. I sent numerous e-
6 mails to counsel for the debtors, pursuant -- even before your
7 December 17th directive, but subsequent to your December 17th
8 directive as well, asking for documents related to the
9 allegedly preferential transfers to show that -- so we could
10 review them to determine whether -- to confirm that, in fact,
11 these transfers related to the contract that was assumed. We
12 received no documents or information in response to those
13 requests.

14 I hear Ms. Haffey talking about these records that
15 they are apparently, allegedly looking at to determine whether
16 or not transfers relate to a contract. I haven't seen them;
17 I've made numerous requests and have received nothing. In
18 fact, when I spoke to Ms. Haffey in January of this year, she
19 told me she had no records. So I don't know what records the
20 debtors are looking at, but I've been told they have none.
21 I've received none in response to numerous requests, despite
22 the fact that Your Honor directed them to turn them over. And
23 they have offered no justification whatsoever for ignoring Your
24 Honor's directive and for failing and refusing to respond to my
25 requests for information regarding these transfers.

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1 THE COURT: Okay. So what's the response to the
2 argument that --

3 MS. HAFHEY: I'm looking --

4 THE COURT: -- that the debt was not pursuant to the
5 contract that was assumed?

6 MS. HAFHEY: Again, Your Honor, we have notices of
7 nonassumption on Timken. I have had several conversations with
8 Mr. Sullivan. I have an e-mail in front of me where I sent him
9 the POs in which we have notices of nonassumption, and had --
10 my recollection of our conversations was he was going to go
11 back to his client and see whether or not they agree. I asked
12 him to send me a copy of the waiver of avoidance claims that
13 they reference in their brief. I never received that from
14 them.

15 MR. SULLIVAN: That's not true, Your Honor. I e-
16 mailed it the same day she asked for it.

17 MS. HAFHEY: Well, that was June -- if that's the
18 case, Your Honor, that was June 16th, so that was just Thurs --

19 MR. SULLIVAN: That was the first time she asked for
20 it. I put in numerous --

21 THE COURT: That --

22 MR. SULLIVAN: -- declarations indicating, Your Honor.

23 THE COURT: I'm sorry, that isn't -- I remember --

24 MR. SULLIVAN: For example, the declaration of Michael
25 Hart, dated November 24, 2010.

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1 THE COURT: Well, do you have a copy of the release or
2 waiver?

3 MS. HAFHEY: The waiver.

4 MR. SULLIVAN: I quoted the language. It was -- there
5 was a confidentiality provision; that's the reason why I did
6 not attach it as an exhibit. And I don't actually think I
7 brought a copy of it with me, today, but I quoted a lot of the
8 relevant language, Your Honor, and I did e-mail --
9 notwithstanding what Ms. Haffey said, I did e-mail her a copy
10 of it the same day she requested it, earlier this week --

11 THE COURT: Okay.

12 MR. SULLIVAN: -- or end of last week.

13 MS. HAFHEY: That may have been the first time I
14 requested it, Your Honor, on the 16th because I was --

15 THE COURT: Is there an issue with it?

16 MS. HAFHEY: Is there an issue?

17 THE COURT: With the release?

18 MS. HAFHEY: Your Honor, it came to me at 10:40 p.m.
19 on Thursday, June 16th, and I have -- in preparing for this
20 hearing and reviewing a lot of other things, I have not had a
21 chance to review --

22 THE COURT: Okay, well, why don't --

23 MS. HAFHEY: -- the document.

24 THE COURT: -- why don't you or one of your colleagues
25 look at it during the course of today's hearing?

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1 MS. HAFHEY: Okay.

2 UNIDENTIFIED SPEAKER: Your Honor?

3 MR. SULLIVAN: And Your Honor, I don't want to belabor
4 the point, Your Honor, but look, we've been ask -- we've been
5 telling her about this for a long, long time, and for them to
6 sit here today and try to say, oh, we didn't have a chance to
7 look at it or think about this when I've been banging on the
8 door for a very long time on this issue, you know, it's
9 really -- it's a bit frustrating, Your Honor.

10 THE COURT: Okay.

11 MS. HAFHEY: And all I can say, Your Honor, is we
12 have, in turn, informed Mr. Sullivan that we -- despite what he
13 says is the waiver agreement says, and we will look at it, we
14 have notices of nonassumption for certain POs. So we will
15 look -- we will look at it, and if it says that everything was
16 assumed, then we will dismiss that action.

17 THE COURT: Okay.

18 MS. HAFHEY: I --

19 MR. SULLIVAN: Your Honor, their opportunity to
20 respond with that was a long time ago. They can't show up in
21 court and say look, we'll look at it when we get around to it.

22 MS. HAFHEY: No, I --

23 MR. SULLIVAN: Your Honor was very clear at the last
24 hearing, December 17th, you said if they don't respond, they're
25 going to have to live with the consequences, Your Honor.

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1 That's what Your Honor said.

2 MS. HAFHEY: Mr. Sullivan, I was just responding to --

3 MR. SULLIVAN: It's their motion; they're asking for
4 you to rule in their favor, here, and they should have thought
5 of that before they came in here with nothing, Your Honor.

6 MS. HAFHEY: Mr. Sullivan, I was just responding to
7 the Court asking us to look at it today, and we will --

8 THE COURT: All right.

9 MS. HAFHEY: -- since I just received it on the 16th.

10 THE COURT: Okay.

11 MS. HAFHEY: Thank you.

12 THE COURT: So I've heard from two of the ten?

13 MR. LAWHORN: Good morning, Your Honor. This is Chris
14 Lawhorn on the telephone on behalf of defendant Spartech
15 Polycom.

16 THE COURT: Good morning.

17 MR. LAWHORN: If it would please the Court, I'd be
18 happy to quickly address our client's issue which is similar to
19 the last two defendants'.

20 THE COURT: Okay.

21 MR. LAWHORN: Your Honor, we are also party to a long-
22 term contract between our client, Spartech Polycom, and the
23 debtors. Back in October, we sent a copy of that long-term
24 contract to opposing counsel. We expressed our belief that the
25 contract was assumed under the terms of the plan, and the

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1 contract expressly incorporates all purchase orders.

2 Your Honor, following the December 17th teleconference
3 with Your Honor, we reached out to opposing counsel to again
4 assert our position and request a response as to how, why, or
5 where it is possible that that long-term contract was not
6 assumed. We've heard nothing. For six months, Your Honor, our
7 phone calls have gone unreturned, our e-mails have gone
8 unreturned, until just last Thursday, after the close of
9 business, we finally received a phone call from opposing
10 counsel, and we still have no explanation as to how it is our
11 long-term contract is not assumed. So Your Honor, we believe
12 we are like the other defendants who have spoken to the Court
13 this morning, in that the motion as to our clients should be
14 denied and the case dismissed.

15 THE COURT: Okay.

16 MS. HAFLEY: Your Honor, Don Orlandoni from the Butzel
17 firm has been handling the Spartech matter, so I'm going to ask
18 him to respond.

19 MR. ORLANDONI: Yes, good morning, Your Honor. And I
20 will echo some points that I discussed with Mr. Lawhorn in a
21 telephone conference last week. And my client has investigated
22 this asserted assumed contract defense, and based on my
23 client's investigation, with respect to the master agreement
24 that Mr. Lawhorn cites, my client has identified two part
25 numbers that pertain to that master long-term agreement. And

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1 with respect to the POs that are subject to our preference
2 claims in this action, those could only represent -- and we're
3 still investigating, but those could only represent, at most,
4 18,000 dollars' worth of our 8.6 -- approximately 8.6 million
5 dollar claim in this case. My client has also identified only
6 one PO, one Spartech PO that was assumed during the bankruptcy
7 case. That PO is not subject to this adversary proceeding.

8 As I informed Mr. Lawhorn last week, and in fact -- we
9 have a fundamental disagreement, again, that our position, and
10 the Delphi practice, in fact, was that it assumed contracts on
11 a PO-by-PO level, and not -- didn't assume master agreements.
12 That's the case in this matter. Our client did the
13 investigation, and our client's investigation supports that, in
14 fact, that was the practice. And so again, this is another
15 case where there's a genuine good-faith dispute. We've
16 performed the inquiry as directed by the Court during the
17 December 17th conference call, and a good-faith dispute
18 remains.

19 THE COURT: Well, I'm not sure -- let me make sure I
20 understand what you're saying. Are you saying that this long-
21 term contract only covers part of the business between Delphi
22 and Spartech?

23 MR. ORLANDONI: Based on our investigation, the master
24 agreement cites to two part numbers. And again, yes, Your
25 Honor, what you say is correct. It's only part of the

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1 transactions that are subject to this adversary proceeding, and
2 again, the most -- the most that those transactions would
3 represent in terms of the amount of our claim is 18,000 dollars
4 out of our claim in the aggregate, which is approximately 8.6
5 million dollars.

6 THE COURT: Okay, what is Spartech's response to that?

7 MR. LAWHORN: Your Honor, we disagree. Factually,
8 that's just not accurate as we understand the facts, number
9 one. Number two, none of that is included anywhere in the
10 papers filed by the reorganized debtor. Number three, Your
11 Honor, in eight months, that's the most we've heard about the
12 reorganized debtors' understanding of our relationship.

13 Your Honor had required, back in December that
14 opposing counsel reach out to us and talk to us. That hasn't
15 happened until last Thursday, and Your Honor, we believe, as
16 the other defendants have articulated, that the time has now
17 passed for this type of argument, and that we believe the
18 motion should be denied and our case dismissed.

19 THE COURT: Okay, I'm just taking a quick look at your
20 pleading, here.

21 MR. ORLANDONI: Your Honor, if I could make one more
22 point when it suits the Court.

23 THE COURT: Okay. Is the -- your factual allegations
24 about the contract are not in the objection to the motion to
25 amend, right? There's no affidavit or --

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1 MR. LAWHORN: Your Honor, we did set forth the
2 argument and cite the relevant provisions of the reorganized
3 plan. And we did that in our opposition to the reorganized
4 debtors' motion for leave to file. It is not mentioned in our
5 surreply. And no, Your Honor, we did not submit affidavits in
6 support.

7 THE COURT: Okay. All right. Okay, thank you.

8 MR. NAYAK: Your Honor, this is Mahesh Nayak from
9 Clark Hill representing defendant Detroit Products
10 International. And I just have a point of clarification for
11 Your Honor as we're proceeding this morning.

12 At the December hearing, Your Honor was clear that it
13 was the burden of the plaintiff to rebut, to handle on a case-
14 by-case, each of the individualized issues that were briefed by
15 the defendants in the oppositions for the motions for leave to
16 amend. In my instance, for example, there was an issue
17 regarding service of some of the critical pleadings, including
18 the fourth extension motion -- I know this is off topic -- on
19 the issue of the assumption.

20 I only raise it now, Your Honor, to understand from
21 Your Honor whether, if an issue, whatever that issue may have
22 been, went unrebutted, that there are no proofs, that there are
23 no affidavits, that there's no information that's been supplied
24 by the plaintiff in response to our oppositions from those
25 motions for leave to amend at all, whether those issues are

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1 waived, and on that basis, as a matter of law, Your Honor is
2 going to dismiss these complaints today, upon proper
3 presentation of the information.

4 THE COURT: Well, you are jumping out of order. But
5 as -- I mean, it depends on how the issue is raised. I mean,
6 on the Spartech issue, for example, Spartech has submitted as
7 much factual support for its contention as the debtors have.
8 There's nothing. It's just a lawyer's statement. So I think
9 there there's a factual dispute, although there was an
10 additional issue, which I do have to factor into my analysis,
11 which is not a waiver issue one way or the other, which is I
12 did require the debtors to focus on this diligently. And
13 that's a separate issue.

14 But I believe there's a distinction between the
15 debtors' obligation to respond on that level, than there is to
16 respond and be closed out today in response to actual evidence
17 which Timken has, for example. I mean, Timken has affidavits.
18 They have a reference to a contract. And, you know, I think
19 that makes it incumbent, as a matter of pleading to respond on
20 the debtors' part.

21 MR. NAYAK: And Your Honor, with respect, my
22 opposition also includes affidavits, albeit on the issue of
23 service.

24 THE COURT: Yes, well that's a different issue. So
25 we'll deal with that later, although we dealt with it in the

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1 agenda too. I don't see anything about service on the agenda.

2 MR. NAYAK: And, Your Honor, I just wanted to know
3 when. Because I know we discussed the flow of the arguments
4 today.

5 THE COURT: Well, we spent the first fifteen minutes
6 on the agenda, and service isn't on the agenda. I raised that
7 issue, and I asked everyone is it on or off, and people said
8 it's off. So I guess it's off, right?

9 MR. NAYAK: No, Your Honor, it's --

10 THE COURT: You weren't listening during the first
11 fifteen minutes? Should it be on the agenda and on what basis?

12 MR. NAYAK: Yes, it should be on the agenda, Your
13 Honor, as an issue --

14 THE COURT: Okay.

15 MR. NAYAK: -- it's an issue that has gone unrebutted.
16 And I think we did discuss today as to issues that have gone
17 unrebutted.

18 THE COURT: No, it's -- it's not necessarily an issue
19 that they had to respond to as far as today's hearing. That's
20 why I asked if people agree with the agenda or not.

21 MR. NAYAK: Your Honor, my --

22 THE COURT: It may be relevant to the fourth extension
23 challenge, but I don't see it being relevant to Rule 8 or
24 relation back or contract assumption.

25 MR. NAYAK: Well, we did discuss the fact that one of

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1 the topics that were going to be discussed today were the
2 plaintiffs' compliance with this Court's previous orders. And
3 one of the orders of the Court, coming back to the December --

4 THE COURT: Look, let's get to that when we get to it.
5 I'm not going to take this on a whole sidetrack at this point.
6 All right?

7 MR. NAYAK: Thank you, Your Honor.

8 THE COURT: We're dealing with this one issue on the
9 contract assumption, and we are three-tenths of the way through
10 with it.

11 MR. NAYAK: Thank you.

12 MR. HERMAN: Your Honor, I think it's clear that the
13 Victory proof is similar to the Timken proof, that it's
14 submitted by affidavit --

15 THE COURT: I just signaled on Timken not to go over
16 the whole thing again. But I think the --

17 MR. HERMAN: Thank you, Judge.

18 THE COURT: -- I think the Spartech may be a little
19 different.

20 All right. So is there -- are there other parties who
21 are asserting contract assumption?

22 MR. JURKIEWICZ: Your Honor?

23 THE COURT: Yes.

24 MR. JURKIEWICZ: This is David Jurkiewicz representing
25 Decatur Plastics in 07-2098.

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1 THE COURT: Right.

2 MR. JURKIEWICZ: I have a slightly different variation
3 of the facts you've heard. We filed our response in the main
4 case as 20879. And attached thereto as Exhibit A, a long-term
5 contract dated February 9, 2004.

6 THE COURT: Right. I'm just getting your pleading,
7 here. Right. And you assert there's no other -- there are no
8 other contracts besides that one. And that's in your
9 affidavit.

10 MR. JURKIEWICZ: Correct, Your Honor. There is no
11 affidavit, but that is what we assert.

12 THE COURT: Okay.

13 MR. JURKIEWICZ: And I'll be able to tie this argument
14 together with POs later, Your Honor.

15 THE COURT: Okay. That's right. Let me just --
16 that's right. It's the pleading that says there are no other
17 contracts.

18 MR. JURKIEWICZ: Correct.

19 THE COURT: Okay. So what is the response on Decatur?

20 MS. HAFHEY: Your Honor, you have to compare Decatur
21 and the document that was just referred to the Court under the
22 long-term contract and the exhibit that says the contract would
23 be assumed or assigned, and that it specifically relates to
24 certain PO numbers. So again, as what the reorganized debtors
25 have been saying, they assumed contracts at the PO level.

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1 When you look at these POs and the proposed amended
2 complaint, they're not all assumed. And I've gone through it
3 on a line-by-line detail. I've had this conversation with
4 opposing counsel.

5 THE COURT: Okay.

6 MR. JURKIEWICZ: Your Honor, here's where I think we
7 differ. If you look at the notice of assumption that relates
8 to this contract, which is 11165, Exhibit 1 purports to assume
9 the long-term contract between Delphi acting through its safety
10 and interiors division and Decatur Plastic Products, dated
11 February 9, 2004. That seems like the big contract, not the
12 baby POs, Your Honor.

13 MS. HAFLEY: Well, but then it goes on and says that
14 it relates to PO numbers, and then it gives those three PO
15 numbers as to what it relates to.

16 THE COURT: Okay. So this is really a legal issue as
17 to what the assumption entails.

18 MS. HAFLEY: We agree with that, Your Honor.

19 THE COURT: All right. Okay. Okay, very well.

20 MR. MICHAELSON: Good morning, Your Honor. Robert
21 Michaelson on behalf of NXP Semiconductors. They're a
22 successor to Philips Semiconductors. Following the December
23 17th hearing, Your Honor, numerous efforts were made to speak
24 to plaintiffs' counsel concerning our assumption of contract
25 defense, and a chronology of those efforts are listed in a

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1 surreply that was filed with this Court late last week.

2 Despite numerous efforts, which are documented --
3 exhibits are attached to the surreply -- there was no effort
4 other than a promise that we would talk, come forth -- coming
5 from the debtors. So in other words, what has happened here is
6 that the debtor has failed to abide by the Court's directive,
7 for which, I submit that there needs to be some consequence.
8 The efforts were repeated. They were done in good faith --

9 THE COURT: I don't think I have your surreply. I'm
10 sorry. When was it filed?

11 MR. MICHAELSON: It was filed on Thursday, I believe,
12 Your Honor.

13 THE COURT: Okay.

14 MR. MICHAELSON: NXP Semiconductors.

15 THE COURT: So maybe it's -- oh, I'm sorry. You're
16 with -- but it's listed under Philips.

17 MR. MICHAELSON: It's listed under Philips, yes. We
18 are the successor to Philips.

19 THE COURT: Okay.

20 MR. MICHAELSON: Right. So basically, Your Honor, we
21 believe that we have assumed contracts. We have no affidavit.
22 We did submit a notice of assumption in earlier pleadings, but
23 we don't have an affidavit. And I'll submit as well, that
24 after conversations with my client, that we received no notice
25 of nonassumption. So essentially what we have here is a

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1 situation in which, despite our best efforts, there has not
2 been a reciprocation, which is in direct contravention of this
3 Court's directive, for which we submit there needs to be some
4 serious consequence.

5 THE COURT: Okay. What's the response on Philips.

6 MS. HAFHEY: My records reveal a different story in
7 regards to a conversation, Judge. I've got handwritten notes
8 from a conversation dating back to earlier in the summer. I
9 have had several conversations with Mr. Michaelson. And this
10 is another one of those cases where our client says that they
11 sent out notices of nonassumption, and that some of these
12 transfers may have been assumed and others not. And when that
13 has happened, I have told opposing counsel, we'll be glad to
14 file a stipulated order of dismissal as to those that we agree
15 are assumed.

16 THE COURT: Okay. All right. Very well, thank you.

17 MR. MICHAELSON: Your Honor, if I may just quickly
18 reply? There was no response to the argument that were raised
19 in the surreply in the papers that were submitted to the Court
20 most recently, by the debtor. And I also respectfully disagree
21 with Ms. Haffey concerning her characterization of our
22 conversations. My records, which I think are well maintained,
23 reflect that we had one telephone conversation in January of
24 this year. There were a couple of e-mail correspondences in
25 which it was promised that we would have further conversations,

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1 but they were never forthcoming. That's what my records
2 reflect, and that's what our submission to the Court last week
3 says.

4 THE COURT: Okay. My copy of your objection here
5 doesn't have Exhibit A to it. Can I see that? Do you have a
6 copy of that? It's the letter agreement pursuant to which
7 they're --

8 MR. MICHAELSON: Yes, Your Honor. I have it here.

9 THE COURT: -- assumed.

10 MR. MICHAELSON: It was excluded, Your Honor. It was
11 an error, and I apologize. That's actually from a different
12 pleading, but it is the same --

13 THE COURT: This is Exhibit A to your --

14 MR. MICHAELSON: That would be Exhibit A --

15 THE COURT: -- to your objection to the motion to
16 amend?

17 MR. MICHAELSON: Yes.

18 (Pause)

19 THE COURT: Okay. Well, the notice in the letter
20 refers to certain contracts -- it uses that phrase "certain
21 contracts that are being assumed". And it says "accommodation
22 contract" and it gives the number. Let me make sure I
23 understand this. Is the debtors' position that none of the
24 transfers are under these numbers?

25 MS. HAFHEY: No, the debtors' position, Your Honor, is

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1 we have agreed as -- we agree as to certain of the transfers
2 were assumed. I'm just looking for my notes right now. And I
3 will have to review it better, Your Honor. But my recollection
4 of this one is that we agreed that certain were assumed but not
5 all, as to what --

6 THE COURT: But what I'm -- I just want to --

7 MS. HAFLEY: -- but I really need to look at my --

8 THE COURT: -- I want to make clear -- I want to make
9 sure I understand your position here. On some of these you've
10 taken the position that there's a master agreement and the
11 debtor didn't assume master agreements, it assumed specific
12 purchase order numbers.

13 MS. HAFLEY: Unless there's a contract that says
14 otherwise.

15 THE COURT: Unless there's a contract that says
16 otherwise.

17 This notice doesn't refer to purchase orders per se.
18 It says, "accommodation contract", and then it has specific
19 numbers, about forty of them, you know, each of which has pre-
20 petition arrearage and an agreed upon cure amount; in excess --
21 more than forty. And my question is, it seems to me that the
22 PO argument doesn't seem to apply here. This is like specific
23 contracts that are being assumed. So it would seem to me that
24 you really don't have an argument here, to the extent that any
25 of the transfers covered in the complaint is made pursuant to

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1 any one of these contract numbers.

2 MS. HAFHEY: The contract numbers are PO numbers, Your
3 Honor.

4 THE COURT: All right. So --

5 MS. HAFHEY: Those are --

6 THE COURT: -- so are you -- so you've carved out all
7 of these numbers from your complaint, and your point is, you're
8 referring to the other ones?

9 MS. HAFHEY: No, what we're saying is, as to the POs
10 that are on this Exhibit 1, we agree that some are assumed, but
11 we don't agree that all are.

12 THE COURT: Well, how can that be? Because they're
13 all here on the list saying that they're being assumed.

14 MS. HAFHEY: I'm sorry. I'm sorry, Your Honor. I'm
15 sorry.

16 THE COURT: It's okay.

17 MS. HAFHEY: As to the Exhibit 1, the POs that show up
18 on Exhibit 1 --

19 THE COURT: Right.

20 MS. HAFHEY: -- some of these numbers appear on
21 Exhibit 1. Other POs that appear in Exhibit 1 are not on this
22 exhibit. And that --

23 THE COURT: All right. And those are the only ones
24 that you're looking to proceed in the complaint on?

25 MS. HAFHEY: That's correct. And that's true of the

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1 other defendants we've heard from today. Where we agree that
2 there is an assumed PO --

3 THE COURT: Well, but the other defendants don't have
4 a letter. They're just relying on 8.1 and their statement
5 that -- okay. So that seems to be their -- I mean, you're
6 relying on an assumption notice. They're saying that they've
7 carved out of their complaint every transfer that would be
8 under these particular contracts. So --

9 MR. MICHAELSON: But that's -- that would be a factual
10 question, Your Honor.

11 THE COURT: Right.

12 MR. MICHAELSON: We disagree --

13 THE COURT: All right.

14 MR. MICHAELSON: -- that there are any excluded ones.
15 But I can't --

16 THE COURT: All right. So I think -- I'm not going to
17 delay on this one. I think that with record being clear, the
18 only issue is as to whether the transfers that they've
19 identified that they continue to seek to avoid are under POs or
20 accommodation contracts different than the ones listed on this
21 Schedule 1.

22 MR. MICHAELSON: That would be correct, Your Honor.
23 We would have hoped to have had this conversation months ago.
24 We haven't had it.

25 THE COURT: All right. And that's the diligence

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1 issue?

2 MR. MICHAELSON: Yes.

3 THE COURT: Okay. All right.

4 MS. HAFHEY: And we disagree with that

5 characterization --

6 THE COURT: Okay.

7 MS. HAFHEY: -- strongly, Your Honor.

8 THE COURT: Thank you. Okay. Anyone else?

9 MR. HARVEY: Good morning, Your Honor. Brian Harvey
10 from Goodwin Procter on behalf of ANSYS Inc., success to Fluent
11 Inc., adversary proceeding case number 07-2312.

12 Your Honor, I'm not sure if ANSYS is on the
13 illustrious list of ten, but we have had a number of
14 conversations and correspondence with the debtor concerning the
15 assumption issue. ANSYS provided software and software support
16 to Delphi. And ANSYS has actually been in conversations with
17 Delphi since early 2010 and sent Delphi a letter in July of
18 2010, explaining the assumption argument, attaching POs and the
19 software license agreement. And it does principally rely on
20 the assumption under the plan.

21 The reply that we got, which was a sort of oral reply
22 in a conversation sometime after we sent the letter, was that
23 the debtor simply disagreed and needed additional information.
24 There was never a mention of ANSYS having received a notice of
25 nonassumption. And this is actually the first I'm sort of

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1 hearing of that today.

2 ANSYS filed a joinder to the various objections to the
3 motion to amend in January of this year. And then last
4 Wednesday we received a call -- I received a call from Ms.
5 Haffey basically asking for another copy of the letter we had
6 sent the previous July and noting that maybe we can work it
7 out. I haven't heard anything since then.

8 But in the event that we're not on this list, we
9 certainly are -- ANSYS is asserting that argument that the
10 agreements were assumed under the plan --

11 THE COURT: All right.

12 MR. HARVEY: -- and all of its rights are preserved.

13 THE COURT: But that's not asserted in the joinder?

14 MR. HARVEY: It is not.

15 THE COURT: Okay. All right. I don't know if they're
16 on the list or not. I would -- I mean, for purposes of this
17 hearing, I don't think they are, although you still need to
18 work with them.

19 MS. HAFHEY: Would you care for a response, Your
20 Honor?

21 THE COURT: No, I think this is more of just a case
22 you need to follow up with them.

23 THE COURT: All right. Any more?

24 MR. MCGRAIL: Good morning, Your Honor. Dave McGrail
25 on behalf of Solid State Stamping. The adversary is 07-2633.

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1 Briefly, Your Honor. I sent a letter to counsel for the debtor
2 on May 9th. That letter referenced Section 8.1 of the plan,
3 and then working within the framework that I think has been
4 discussed today, actually attached the executory contract
5 schedule and proposed Exhibit 1 to the amended complaint, and
6 cross referenced the purchase orders that were in both with
7 asterisks, so it couldn't be any clearer.

8 Your Honor, we did not attach that letter to the
9 surreply, which was basically a joinder. But we did file a
10 joinder back in October where we attached an affidavit that
11 said that the defendant had only received two pleadings and no
12 other pleadings in the case, and by implication, no notice of
13 nonassumption.

14 Your Honor, we also sent a letter in March, earlier
15 this year, requesting documents. And this goes to our
16 prejudice issue, but we won't get into that. We've received no
17 response to either letter. I followed up with an e-mail last
18 week to counsel for the debtor. We exchanged some e-mails, but
19 have not had a conversation. We've only had one conversation
20 in the case as a whole. So, Your Honor, we'd request that Your
21 Honor dismiss as to those purchase orders that we identified in
22 our letter as overlapping and assumed. Thank you.

23 MS. HAFHEY: Your Honor, my records indicate that
24 Solid State did not raise this issue in their brief in
25 opposition, so it was not a --

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1 THE COURT: All right. But I mean, they've
2 identified -- I mean, are you -- they did identify it in their
3 letter, so why -- I mean, is there any issue there on the ones
4 that they have identified?

5 MS. HAFHEY: I need to refer to my notes, Your Honor.
6 Excuse me. My notes, Your Honor, say that we provided info as
7 to those that were not assumed and we requested evidence of a
8 contract that Solid State relies on. So it's another issue.
9 And in fact, I think what opposing counsel just said is his own
10 asterisk on this exhibit shows that they think that certain of
11 the POs were assumed and others were not assumed.

12 So assuming that counsel and I can agree on that, then
13 as I stated earlier, to the extent that we agree that some are
14 assumed, we will dismiss those as we are required to do.

15 THE COURT: Mr. McGrail, what is the evidence of the
16 assumption?

17 MR. MCGRAIL: Your Honor, because of our prejudice
18 issue, we simply have the executory contract list and the
19 exhibit that -- the exhibit contract list that was filed --

20 THE COURT: So you're relying on --

21 MR. MCGRAIL: -- on the docket and 8.1. Yes.

22 THE COURT: -- 8.1.

23 MR. MCGRAIL: Yes. We don't -- just very briefly,
24 Your Honor. The company merged three years ago. We purged all
25 of those documents. And that goes to the reason why we

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1 requested whatever documents the debtor --

2 THE COURT: Well, is there anything in the debtors'
3 records about notice of nonassumption?

4 MR. MCGRAIL: We have -- all we have is the affidavit
5 that says that we received only two hard copies --

6 THE COURT: Right. No, I'm talking to counsel for
7 the --

8 MR. MCGRAIL: Oh, I'm sorry.

9 MS. HAFHEY: It's my understanding from my client that
10 we sent notices of nonassumption as to certain of these POs.
11 And I don't think opposing counsel disagrees with that.

12 MR. MCGRAIL: I have no way of knowing. I mean, all I
13 have is the affidavit which says that we only received two
14 documents and that's it. That does not include a notice of
15 nonassumption. And, Your Honor, we did not receive the
16 response of counsel referred to earlier regarding providing
17 additional information.

18 THE COURT: Is there a certificate of service or
19 affidavit of service on the notices of nonassumption?

20 MS. HAFHEY: There should be. I believe there are,
21 Your Honor.

22 UNIDENTIFIED SPEAKER: Yes.

23 MS. HAFHEY: Yes.

24 THE COURT: I mean --

25 MS. HAFHEY: There are. That --

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1 THE COURT: Maybe one of your colleagues should go get
2 on his computer, get on PACER and pull it up?

3 MS. HAFHEY: I'm sorry, Your Honor.

4 THE COURT: Maybe one of your colleagues should get on
5 PACER and pull it up? Okay.

6 Okay, anyone else?

7 MR. SAYDAH: Good morning, Your Honor. For the
8 record, Gilbert Saydah of Kelley, Drye & Warren, here today on
9 behalf of TCS America International Corp.

10 THE COURT: I'm sorry, TCS?

11 MR. SAYDAH: Tata, TCS.

12 THE COURT: TCS, right.

13 MR. SAYDAH: TCS, correct.

14 THE COURT: Okay.

15 MR. SAYDAH: It's adversary number 07-02668. And also
16 representing various BP and Castrol entities in Adversary
17 number 07-02270.

18 Your Honor, we are probably not among the illustrious
19 ten. My client has had various difficulties finding records
20 back this far, due to the age of these cases. However, it's my
21 understanding that with respect to at least TCS, Tata, there
22 was a notice of assumption that we're attempting to get a copy
23 of. I've spoken orally with counsel for the reorganized
24 debtors approximately a month ago, raised this issue, and asked
25 if they had any evidence to the contrary. I have not heard

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1 back. Being that it's not prominently raised in our pleadings,
2 I don't expect a response in court today. But I just want to
3 make --

4 THE COURT: Okay.

5 MR. SAYDAH: -- the Court aware that with respect to
6 both the BP entities and with respect to Tata, that that is a
7 defense that we are raising.

8 THE COURT: Okay.

9 MR. SAYDAH: Thank you, Your Honor.

10 THE COURT: You don't need to respond to that one.

11 MS. HAFHEY: I'm sorry?

12 THE COURT: You don't need to respond to that one.

13 MS. HAFHEY: Okay.

14 MR. KULBACK: Good morning, Your Honor. Jerry Kulback
15 with Archer & Greiner on behalf of defendant Magnesium
16 Electron, Inc. It's adversary number 07-2758.

17 Your Honor, I find myself in the unique position of
18 being a defendant in this action for which an exhibit was not
19 attached to the proposed amended complaint that was filed in
20 the adversary proceeding itself. The proposed amended
21 complaint was filed in September. Magnesium Electron raised
22 this issue in its opposition that was filed in November. When
23 the debtors filed their reply in January, they did not address
24 the issue at all.

25 THE COURT: I'm sorry, is this an executory contract

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1 case?

2 MR. KULBACK: It is, Your Honor.

3 THE COURT: All right.

4 MR. KULBACK: Magnesium Electron filed a surreply in
5 June -- on June 17th. And yesterday, at about 4:30, I finally
6 received a surreply from the debtor indicating that in fact,
7 the exhibit was attached and buried in exhibits on the main
8 docket and not in the adversary proceeding itself. This was
9 the first time that I've seen a schedule that actually
10 identifies the purchase orders for which the payments allegedly
11 relate.

12 I haven't had a chance to speak with my client, having
13 received it at 4:30 yesterday afternoon, as to whether, in
14 fact, those payments or those purchase orders were assumed. I
15 know that certain purchase orders of Magnesium Electron were
16 assumed. We received notice of assumption as part of, I
17 believe it was the sale of the automotive division. I just
18 haven't had time to speak with my client and look into that
19 issue further at this point and discuss with debtors' counsel.

20 I didn't want my silence and the fact that I may not
21 be on the list of ten, to be taken as a waiver of the issue.

22 THE COURT: All right. That's fine.

23 MR. KULBACK: Thank you.

24 THE COURT: But this wasn't an issue that you've
25 raised over the last few months or anything like that with

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1 them?

2 MR. KULBACK: The assumption issue?

3 THE COURT: Right.

4 MR. KULBACK: Well, we didn't know --

5 THE COURT: You've been waiting to see what the POs
6 were?

7 MR. KULBACK: -- we wanted to know what the POs were,
8 Your Honor.

9 THE COURT: You wanted to see the complaint.

10 MR. KULBACK: And we're reserving our rights on that.
11 I think it's sufficient at this --

12 THE COURT: Well, that's fine. I understand.

13 MS. HAFHEY: And we'll work it out with them, Your
14 Honor.

15 THE COURT: All right.

16 MS. GRUBIN: Good morning, Your Honor.

17 THE COURT: Good morning.

18 MS. GRUBIN: Janice Grubin from Todtman Nachamie. And
19 I'm co-counsel to Select Industries Corp. And my co-counsel,
20 Paige Ellerman from the Taft Stettinius firm is on the phone
21 right now.

22 I'm not sure that we are one of the ten identified
23 adversaries. Our adversary number is 07-02618. And really
24 what I intend to speak to goes to the diligence standard,
25 because we are differently situated. Specifically, Your Honor,

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1 we did not know that we had an assumption and release defense
2 until after the December 17th hearing, because we really -- our
3 client has not preserved most of the books and records and
4 witness testimony critical and necessary to prove its defense.

5 But nonetheless, we did entreat upon them many times
6 to continue to look and investigate, and we did come up with,
7 in our continuing investigation, with several -- with a number
8 of purchase orders and invoices that were assumed, and in some
9 cases assigned, under transactions that are either being
10 performed with the debtor today or with third parties under
11 assumption matters. And we are still undergoing a continuing
12 investigation.

13 We did not attach -- we did not raise this in our
14 opposition to the original motion, although we did raise it in
15 our surreply which we filed last Thursday. We do not have any
16 supporting affidavits at this time, because our discussion --
17 our investigation is ongoing. We -- it's our view, frankly,
18 Your Honor, that under the Court's December 17th direction,
19 this was the continuing duty that the debtors had and that they
20 should really have been reaching out to all the defendants to
21 see if they had assumption and release issues.

22 This came to the fore, Your Honor, when we prepared
23 and submitted to Mr. Fischer on May 20th, a settlement letter.
24 And one of the three issues was assumption and release. We
25 subsequently had a discussion with Ms. Haffey, I believe on or

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1 about May 31st, and we were going to exchange documents. We
2 heard nothing. We called her on the 17th, had a flurry of
3 calls over the weekend, and we don't agree with each other.
4 But I wanted to raise this and let the Court know that this was
5 a very live issue relating to Select and the alleged complaint
6 and the preferences.

7 THE COURT: All right. Listen, if someone -- I mean,
8 I don't need to hear from seventy-seven people who -- and I'm
9 not faulting you on this. I'm just saying now that I've heard
10 a couple people on this issue, I don't need to hear from
11 seventy-seven people saying we reserve our rights on this
12 issue; if we find a release or an assumption later, we don't
13 want to be deemed to have waived it. You won't have waived it.
14 This is really just going to the specific context that we're in
15 here, right now.

16 MS. GRUBIN: Thank you, Your Honor.

17 THE COURT: Okay.

18 MS. HAFHEY: I just want to briefly address, Your
19 Honor, because I feel like I'm being wrongfully characterized
20 in not addressing things. I did speak with Ms. Grubin. We had
21 a very pleasant conversation. She says it was the end of May,
22 sometime in that -- actually I think it was the first of June,
23 because it was the last day of school of my youngest son, so it
24 would have been that Friday, the first week in June.

25 And at that time, it was the first time she raised the

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1 assumption agreement with me. I told her I would get with my
2 client and get information from them. My client then
3 diligently looked through its records, did that, and then I
4 have since sent her a very long list of POs that we say were
5 not assumed, and we have agreed to work together, as I have
6 with the other defendants, in resolving that matter.

7 THE COURT: Okay.

8 MR. LUTZ: Your Honor, Douglas Lutz, Frost Brown Todd,
9 on behalf of Republic Engineered Products. We have the same
10 issue that you just addressed. And I don't want to go into our
11 prejudice argument, but candidly, we just found out about
12 assumed contracts ourselves within the past month, and we
13 attached a notice of assumed contracts to our surreply. And
14 the reorganized debtor did respond in their reply and said they
15 were going to investigate and, you know, discuss this with us
16 and dismiss assumed POs.

17 I really would appreciate it if we would give the
18 reorganized debtor a deadline to that. That's all I have to
19 say.

20 THE COURT: Okay.

21 MR. LUTZ: Thank you.

22 THE COURT: Okay. Anyone else?

23 MS. HAFHEY: Can I say -- make one last statement,
24 Your Honor, in regards to some -- a legal case that I'd like
25 the Court to look at?

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1 THE COURT: All right.

2 MS. HAFHEY: It's out of the Southern District of New
3 York, In re Adelpia Business Solutions, Inc., 322 B.R. 51.
4 And I believe it's 2005. And in this case, Your Honor, the
5 court found that when you have a single contract like a master
6 agreement or a supply contract, they can be separately assumed
7 and they are divisible. So again, it's Delphi's contention
8 that though we have some defendants here that argue that they
9 had a supply agreement, this case states that despite that, it
10 can be a divisible contract and it can be assumed at a -- in
11 this case, a PO level.

12 THE COURT: But I think the -- I mean, I understand
13 that issue, and it depends on the wording of the contracts,
14 whether they integrate it or not. But there's another, I
15 think, overriding fact here, that's asserted by at least a
16 couple of the parties, which is that under the plan, as is
17 often the case, all contracts -- they didn't have to be
18 identified -- all contracts were being assumed unless
19 specifically rejected.

20 And -- or unless there's a specific notice of
21 nonassumption. So I guess there's a sub-issue to that, which
22 is that -- it's your argument, I guess, that certain purchase
23 orders covered in the complaints were not executory at that
24 time.

25 MS. HAFHEY: That's correct. And we --

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1 THE COURT: Although it's not clear to me that those
2 have been identified as opposed to relying on notices of
3 nonassumption.

4 MS. HAFHEY: Well, we also have notices of assumption,
5 Your Honor, for POs.

6 THE COURT: Well, but you don't need that. You don't
7 need notices of assumption.

8 MS. HAFHEY: Well, I guess that kind of highlights the
9 point.

10 THE COURT: What you're saying is, you mean the
11 notices of -- the assumptions occurred before the plan, right?
12 Is that what you -- because there's no reason to send out
13 notices of assumption unless you were working out specific cure
14 amounts.

15 MS. HAFHEY: That's correct.

16 THE COURT: Well, I'm a little at a loss here. You
17 identified ten of these where there was an argument that had
18 been made that the contract had been assumed, under which the
19 antecedent debt arose. And I have tried to keep track of this
20 through the seventy-seven or so responses here. I didn't
21 really see ten. I did see Victory and Timken and Spartech.

22 MS. HAFHEY: When I referred to ten earlier, Your
23 Honor, I wasn't limiting it to those that had raised it in
24 their opposition.

25 THE COURT: Oh, okay. All right.

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1 MS. HAFHEY: But just to let the Court know that
2 they'd been brought to our attention.

3 THE COURT: That you'd been focusing on them. Okay.

4 MS. HAFHEY: Exactly.

5 THE COURT: All right. So I'm going to assume, then,
6 that everyone who has raised the issue for today, in addition
7 to those who didn't raise it today, but wanted to preserve
8 their rights, and that I clarified that everyone's rights are
9 preserved on that score to raise the issue later, has said
10 their piece.

11 And it seems to me that there are two issues here.
12 One is whether there is evidence that has been asserted in the
13 opposition to the motion to amend that is uncontroverted, in
14 which case the motion to amend would not be granted, because it
15 would be futile. And the second issue is whether I should deny
16 the motion to amend because even though there is a live factual
17 issue, the debtor has not been diligent in resolving that
18 issue, as I had instructed back in December of 2010.

19 MS. HAFHEY: May I respond to either of those, Your
20 Honor?

21 THE COURT: Okay.

22 MS. HAFHEY: I'll take the last one first.

23 THE COURT: Okay. And I think, in that category of
24 the last one is Spartech and Decatur Plastics and NXP, as well
25 as, of course, Timken and Victory, but they also, I think, fall

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1 under the first category.

2 MS. HAFHEY: I think the issue of diligence is a
3 factual question, Your Honor. I hear what defendants have
4 asserted, and the reorganized debtors feel differently and
5 argue differently. I do not have my entire case files here
6 with me to be able to demonstrate to the Court the
7 conversations that we've had with not only the defendants but
8 also with our clients, and the amount of work and time that it
9 took in some of these cases to get to the bottom, if you may,
10 of some of these particular issues.

11 And as you heard today, some of these defendants
12 raised these issues in a sliding scale of time as to when they
13 were brought to our attention. You know, most recently, Ms.
14 Grubin's defendants, Select Tools.

15 In regards to evidence asserted in response to the
16 opposition to the motion, I'll just repeat what I said earlier,
17 Your Honor. It was our understanding from the December 17th
18 conference with the Court, that this issue was going to be
19 taken up at a later time, in a later hearing, and that all we
20 to be briefing -- because that was one of the purposes that we
21 understood for that conference, was not only to determine what
22 was going to be at the hearing today, but also how to direct
23 our briefing, because of the number of issues that were raised
24 in the -- I think there was ninety-some oppositions filed to
25 the motions to amend.

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1 And so we intentionally took that off the table,
2 because we didn't understand that it was going to be heard
3 today. So we would just ask the Court's indulgence in regards
4 to that and allow us, then, to respond singly to that issue.

5 THE COURT: All right. That's the first point -- on
6 the first point I made?

7 MS. HAFHEY: Yes.

8 THE COURT: Okay. All right. I think on the
9 diligence point, I am not going to preclude the debtors from
10 being able to amend the complaint solely on this issue. If
11 there are other cumulative issues pertaining to these parties,
12 it will be a factor. But I am going to require that the
13 debtors make a definitive response to anyone who presents
14 either an assumption notice as did Decatur Plastics, or a
15 statement under oath that our only contractual relationship was
16 under these contracts and they've all been assumed under 8.1 of
17 the plan. That the debtor make a definitive response to that
18 within thirty days. I think you're in a position to do that at
19 this point.

20 And that definitive response really needs to show
21 either documents showing that it's covered by other purchase
22 orders, as is the argument on Decatur Plastics, or that there
23 was a notice of nonassumption, as is the response on, I
24 believe, Philips Semiconductors/NXP, or a specific legal
25 argument that the contractual relationship was at the purchase

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1 order level, and that the applicable purchase orders that serve
2 as the basis for the antecedent debt in the complaint, were not
3 executory at the time the plan was confirmed.

4 And I think that leaves Victory Packaging and Timken.
5 On Victory Packaging there's the -- I think there were two
6 responses. One is that we sent notices of nonassumption.
7 That's something that could be established today, it would seem
8 to me, by a certificate of service. If it's there, then there
9 will be a factual -- that will be dealt with if the parties
10 can't resolve it. If it's not there, then I think if that's
11 the basis for the response, then Victory Packaging wins. If --
12 why don't we make it tomorrow, since this may be a long
13 hearing -- as opposed to today.

14 The other issue is -- and that's the same, again, for
15 Timken. I don't know whether the issue was really raised with
16 regard to either Timken or Victory that the POs that are
17 involved in the complaint were not executory at the time the
18 plan was confirmed. Is that another issue, another defense?

19 MR. HERMAN: Your Honor --

20 THE COURT: Has it been raised before.

21 MR. HERMAN: -- Your Honor, I think we agree that it
22 was executory, because there weren't any POs that were open
23 from the 2004 and 2005 period --

24 THE COURT: Right.

25 MR. HERMAN: -- and 2007. I think Ms. Haffey may say

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1 they weren't executory because we got notices of nonassumption.
2 So I would be very careful when we say nonexecutory. It is
3 Victory's view that there were no open POs -- pre-petition POs
4 that could have possibly been assumed or rejected at the time
5 the cure payments were --

6 THE COURT: No, I understand. But that's not
7 necessarily good for Victory, because then 8.1 doesn't
8 necessarily help you.

9 MR. HERMAN: Well, Your Honor -- no it does, because
10 of the supply agreement. That was the only thing they could
11 have assumed.

12 THE COURT: Well, they have a straight legal dispute
13 on that.

14 MR. HERMAN: I understand, Your Honor.

15 THE COURT: All right. So I think that issue is an
16 open issue. And on Timken, what I haven't addressed is the
17 waiver and release. And I think there -- I'd like to hear
18 later today a response on that, after someone's looked at it.

19 MR. SULLIVAN: And, Your Honor, you know, I've been
20 asking for information and documents --

21 THE COURT: I understand you've --

22 MR. SULLIVAN: -- and they say they have none.

23 THE COURT: -- been asking.

24 MR. SULLIVAN: So I'm not sure how they're going to be
25 able to --

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1 THE COURT: Well --

2 MR. SULLIVAN: -- to respond.

3 THE COURT: -- you gave them -- you gave it to them.

4 MR. SULLIVAN: I gave them the assumption agreement

5 with the --

6 THE COURT: So they can look at that.

7 MR. SULLIVAN: -- agreement. Yes.

8 THE COURT: Okay. So I want to hear on that today,

9 because that's -- you can do that at lunchtime.

10 MS. HAFHEY: Mr. Sullivan, do you have that available

11 with you today?

12 MR. SULLIVAN: I didn't bring it with me today.

13 THE COURT: But you sent it, right?

14 MR. SULLIVAN: It's in the declarations, and I quoted

15 relevant --

16 THE COURT: Right.

17 MR. SULLIVAN: -- language. And I e-mailed it her the

18 same day --

19 THE COURT: Well --

20 MR. SULLIVAN: -- she asked for it.

21 THE COURT: -- well someone can look at it back at the

22 office, right?

23 MS. HAFHEY: Yes.

24 THE COURT: Okay. All right.

25 Okay, so I think that covers point 3, which is

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1 contract assumption.

2 MS. HAFHEY: We're moving along.

3 MR. HERMAN: Your Honor, could we have someone back at
4 the office also look at whether or not there are affidavits or
5 certificates of services on these supposed notices of
6 nonassumption?

7 THE COURT: Well, that's fair. Someone should be able
8 to do that, rather than waiting for -- rather than waiting till
9 tomorrow.

10 MR. HERMAN: Thank you, Judge.

11 THE COURT: Okay.

12 MS. HAFHEY: Would the Court entertain a five-minute
13 break so that I can get people working on this, Your Honor?

14 THE COURT: Yes. That's fine.

15 MS. HAFHEY: Thank you.

16 (Recess from 11:44 a.m. until 11:50 a.m.)

17 THE CLERK: All rise.

18 THE COURT: Please be seated. All right. We're back
19 on the record in the various DPH Holdings adversary
20 proceedings.

21 MS. HAFHEY: Judge, I have one more cleanup issue that
22 I want to bring to the Court's attention, and it relates to a
23 relation-back argument. There are certain of the proposed
24 first amended complains where, when the complaints were
25 prepared and the information that we received from Delphi

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1 Automotive Systems, whether through clerical error,
2 administrative error, frankly I don't know which -- but certain
3 of the complaints, the amounts in the complaints were doubled.
4 We talked to defendants' counsel in the situations -- we've
5 seen this has happened when it's been raised to us. And we
6 will be reducing those at whatever direction this Court gives
7 us, either by stipulation or preparing a new exhibit. But it's
8 very clear on most of the faces of them, which ones these are,
9 that they doubled.

10 In other situations, there are certain of transfers
11 where it's just one or two transfers that were doubled or the
12 amount changed to a certain degree. But what we're
13 representing to the Court is that we're not going to be
14 asserting any claim against any of the defendants for any
15 amount greater than what was on the original complaint.

16 THE COURT: Okay.

17 MS. HAFHEY: Okay. As to -- I'm going to get into the
18 pleading standards now, under Rule 8 and Iqbal-Twombly. And as
19 this Court, and I think everyone in this room is all too aware,
20 to state a preference claim there are certain things that a
21 plaintiff must allege. It's got to allege that there was a
22 transfer in interest of the debtor in the property, to or for
23 the benefit of the creditor, on account of an antecedent debt,
24 made while the debtor was insolvent, on or within ninety days
25 before filing of the bankruptcy, and that it enabled the debtor

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1 to receive more than it would have, if the debtor had brought
2 its case under Chapter 7 and the transfer hadn't been made, and
3 the defendant received payment of such debt, to the extent
4 provided by the Bankruptcy Code.

5 Rule 8 of the Federal Rules of Civil Procedure
6 requires that a complaint contain a short and plain statement.
7 And relatively recently, again, as we all know, Twombly and
8 Iqbal decisions clarified that Rule 8 pleading standard to now
9 require that the complaints contain sufficient factual
10 allegations to make the asserted claims facially plausible.
11 And plausible is the key here, Your Honor.

12 Contrary to what several of the defendants have
13 asserted, the new plausibility standard under Twombly and
14 Iqbal, doesn't require that the defendant -- excuse me -- that
15 the plaintiff provide factual information in its complaint to a
16 heightened pleading level. Rather, what Twombly and Iqbal say
17 is that it has to reach a plausibility standard, taken in
18 context with the situation and with this Court's guidance and
19 common sense, to determine whether or not the plaintiffs have
20 alleged a plausible complaint. So it's context-specific, Your
21 Honor.

22 Notwithstanding that, the defendants are going to
23 argue to this Court differently, and they're going to rely on a
24 string of cases out of the Bankruptcy Court in North America
25 (sic), the Comerica decisions.

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1 THE COURT: North Carolina.

2 MS. HAFLEY: Excuse me. What did I say?

3 THE COURT: North America.

4 MS. HAFLEY: I'm sorry, North Carolina. Context is
5 important. And here the context is preference litigation. And
6 so the appropriate plausibility inquiry must proceed in that
7 context, informed, of course, as Iqbal requires, by this
8 Court's experience and of common sense. And this Court has a
9 lot of experience with the Delphi bankruptcy and how Delphi
10 operated.

11 To point out, as a bankruptcy court in Florida
12 recently said -- and this is the TOUSA Homes decision -- that
13 any requirement that a preference complaint provide more
14 information than the who transferred what to whom and when, is
15 to mandate pedantry and to return to those dates to gotcha
16 pleadings. Plaintiffs are allowed to rely on discovery to
17 further enhance their case as defendants are allowed to rely on
18 discovery to support their defenses.

19 Now, Twombly and Iqbal are recent decisions, so there
20 are relatively few post-Iqbal decisions in which courts have
21 interpreted what this standard is. And again, defendants rely
22 substantially on the Comerica bankruptcy decisions out of North
23 Carolina. Plaintiffs, however, on the other hand, point
24 this -- well first, plaintiffs point out to this Court that the
25 Comerica decisions have never been adopted by this Court. And

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1 in fact, Comerica relies on a decision called Valley Media.
2 And Valley Media was expressly not adopted -- rejected by this
3 Court.

4 And a decision that is instructive is a recent
5 decision of the Southern District of New York; HydroGen, it was
6 April of 2010. And in that case, while the complaint was
7 dismissed and the plaintiff was allowed to amend, the reason
8 why is the court there said that it didn't provide a single
9 relevant detail such as date, amount or type of transfer. The
10 complaints in this case, Your Honor, do that and so much more.

11 The other standard, Your Honor, is the standard, as I
12 stated earlier, is your order of September 7, 2010, the
13 dismissal order, where this Court said that we had to set forth
14 the transferor, the transferee, any known subsequent transferee
15 against whom relief is sought, the antecedent debt, and which
16 reorganized debtor is the plaintiff. And this Court
17 specifically said that you were not going to state whether or
18 not it had to go down to the specific invoice level, and we
19 were going to look at it in context.

20 I'm going to deal with antecedent debt, as I said
21 earlier. Mr. Klein will be dealing with the debtor, and then,
22 Mr. Sendek will be dealing with the insolvency issue.

23 Antecedent debt has two significant components, the
24 antecedent and the debt. And this Court defined debt in In re
25 Enron as liability for a payment, whether or not such liability

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1 is reduced to judgment, liquidated, unliquidated, fixed,
2 contingent, mature, unmatured, disputed, undisputed, legal,
3 equitable, secured or unsecured.

4 The Bankruptcy Code does not define the overall term
5 "antecedent debt", except that Section 547(b)(2) requires the
6 subject debt to be owed by the debtor before the transfer was
7 made. And as I just said, Mr. Klein will be dealing with the
8 section of "by the debtor".

9 There's no single formula as to how to plead
10 antecedent debt. And specifically in the context of preference
11 actions, there's no specific formula. And again, it goes back
12 to because this is a context-specific analysis. Every business
13 has its own unique set of practices and its own unique way of
14 documenting its transactions. So for that reason, every debtor
15 pleading a preference claim will also have its own way of
16 pleading antecedent debt.

17 In this case, Delphi Automotive Systems operated with
18 a DACOR system. First of all --

19 THE COURT: A what? I'm sorry.

20 MS. HAFHEY: A DACOR payment system. But let me back
21 up just a moment, because I think it's important to understand
22 that DAS was -- and I know the Court is very familiar with
23 this -- was a material and automotive part supplier. In fact,
24 at the time of its filing, it was part of an affiliated group
25 of companies that was the largest automotive supplier in the

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1 world. It offered a very diverse range of products to various
2 automotive OEMs. And because of that, its supply base was
3 extremely large, deep, and very diverse. So it operated on an
4 automated payment system. And I referred to it at DACOR just a
5 moment ago, and that stands for Disbursement Analysis Control
6 and On-Line Reporting system.

7 In addition, DAS's terms and conditions expressly
8 provided and told its suppliers that it was using this
9 automated system. I believe the purchase orders often
10 referenced the DACOR system, but certainly the suppliers were
11 informed of the DACOR system. And that is how --

12 THE COURT: Could you just -- I mean, just for the
13 transcript, could you spell, when you're saying DACOR, what
14 you --

15 MS. HAFHEY: Sure. It's an acronym. It's D-A-C-O-R.

16 THE COURT: Okay. And this --

17 MS. HAFHEY: Disbursement Analysis Control and On-Line
18 Reporting.

19 THE COURT: -- and this is for D-A-S, DAS.

20 MS. HAFHEY: That's correct.

21 THE COURT: Delphi Automotive Systems. Okay.

22 MS. HAFHEY: And DAS's use of this system is pled in
23 our proposed first amended complaints in paragraphs 16 and 17,
24 where we state that plaintiff did not accept physical invoices
25 from defendant in connection with defendants' shipments of

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1 goods or provisions.

2 In effect, what happened, Your Honor, is that when the
3 supplier -- the supplier would receive a purchase order from
4 DAS. When the supplier then was ready to perform its service,
5 whether it was producing goods, whether it was producing
6 tooling, whether it was providing services, either a shipping
7 bill, a bill of lading, something was provided to the -- to
8 DAS, and at that time, then, entered into its DACOR system that
9 it had received: a service, tooling, goods; and a payable
10 entry was recorded. And it's that system that shows that there
11 was an antecedent debt because it was a payable.

12 Now, in our first amended complaints -- I'll walk you
13 through paragraph by paragraph to show how we pled antecedent
14 debt. First of all, in paragraph 13, we've alleged the
15 existence of agreements. Secondly, in the same paragraph, DAS
16 alleges the nature of that agreement, where we say if it was a
17 purchase for goods; where we say it was a purchase for tooling;
18 where we say it was a purchase for services. And I understand
19 a couple of defendants have said, oops, you've got it wrong; we
20 weren't goods, we were tooling. The POs that we reference
21 attached at Exhibit 1 make it clear what it was and what the
22 nature of the agreement was. Some of those instances, the
23 parties sometimes had both goods and tooling services provided.

24 In paragraph 15, we say what the defendant was
25 required to do. More specifically, we allege that the creditor

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1 was required to ship certain goods or certain tooling or to
2 provide services.

3 Next, then, in paragraph 18, we allege that the
4 defendant actually performed its obligation under the contract,
5 whether by shipping the goods or tooling or providing the
6 services. And then, also in paragraph 18, we allege, after the
7 date of defendants' performance, DAS made the specific
8 payments.

9 Now, this -- what I just read you, those paragraphs,
10 those are the face of the complaints. In support of the face
11 of the complaint, and to complement the complaint and add to
12 the complaint, the exhibits to the complaint are extremely
13 important. And as this Court may recall -- if not I'd be happy
14 to show the Court -- what the original complaints in this
15 matter looked like.

16 The original complaints had, on the face of them, a
17 Delphi Corporation, et al. identified as the plaintiff, and
18 attached an exhibit of I think twenty-some reorganized debtors
19 but didn't identify which particular plaintiff was bringing the
20 preference action. In multi-defendant cases it identified on
21 the case caption and in the recitals of the complaint the
22 various defendants. But then through the face of the complaint
23 and on the exhibit, it didn't identify which of the defendants
24 received which transfer. And then on the exhibit, all it
25 showed was an amount -- it showed an amount -- excuse me --

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1 date, amount and whether it was a wire, EFT or a check.

2 We went back -- when those complaints were filed, it
3 was pre-Twombly, it's my recollection as far as the date. But
4 they were filed understanding that they were meeting the
5 pleading standards at that time. But after this Court ruled us
6 to go back and amend, we went back, and the exhibits now
7 attached to the complaint are far more detailed. We have
8 included on the complaint the transferring entity down to --
9 excuse me -- the transfer entity. We have indicated the
10 transferee. And where there are multiple entities, we have
11 listed by transfer line item, which transferee received that
12 transfer.

13 We've provided the date for each transfer. And then
14 where in the past complaints it was a lump sum item for days --
15 so let's say, for instance, we're talking about August 4th, and
16 there would be a lump sum of 650,000 dollars, going back and
17 looking at DACOR and the payment system, that 650,000 dollars
18 may have been a payment that when you broke it down it was for
19 a number of -- payments on a number of different invoices or
20 POs. We broke that down by the line level so that the
21 suppliers would have that information. We had complaints that
22 went from one-page exhibits to over 300 pages of line items.
23 That's how detailed those exhibits are.

24 And then lastly, we identified for them purchase
25 orders. We identified what we have labeled in the column as an

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1 invoice. And maybe a more accurate description would be called
2 a process number. When that DACOR system received the payable
3 information -- let me back up for a moment.

4 Delphi was a paperless company. And it told its
5 suppliers not to send it invoices. So when it got information
6 as to a shipment and that information, that payable information
7 was input into DACOR, DACOR then would designate a process
8 number. So that's what the number is on the complaints. It's
9 either a PO number, it's a process number, and in some
10 situations, I think it's a check number. And then we
11 identified how the transfer was made. It was either by an EFT,
12 which is either a wire or another type of electronic fund
13 transfer, or it was paid by check.

14 Again, a tremendous amount of information. It took
15 DAS a tremendous amount of time to go through its system and to
16 compile all of this information.

17 So the defendants come to you today and say that's
18 still not enough. They have the date in which the tran -- and
19 again, going back to the context of a preference action and
20 what these transfers were about, it's payment for the goods and
21 the services that their clients provided. And it gives the
22 date in which they received the payment. It gives the date in
23 which the amount was provided to them, down to, again, the
24 invoice or the PO level. Because we understand, some of these
25 suppliers are large, and they had large relationships with DAS.

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1 But they can look, now, down to the individual transaction that
2 they provided to our client, and which we then made a payable
3 against.

4 So any argument that these complaints, the exhibits,
5 don't provide antecedent debt, Your Honor, we think is just
6 inaccurate. It's requiring a pleading level that is far beyond
7 what is required under even the Comerica cases. And certainly
8 it's far more than what has been required under a large
9 majority of the circuits that have reviewed Twombly and Iqbal.

10 And I'd point this Court to the attention of C.R.
11 Stone, which is 434 B.R. 208 out of Massachusetts, where there
12 the antecedent debt that was pled was very -- frankly rather
13 vague. It says, "By unilaterally and wrongfully holding monies
14 due to C.R. Stone we paid," and it lists certain entities, "at
15 that time". And the Court there said that that was sufficient
16 for preference claims.

17 And In re N.M. Holdings Co. LLC -- and this is a 2009
18 decision of the Bankruptcy Court out of the Eastern District of
19 Michigan -- the court said there, naming the debtor-transferor,
20 the transferee, the form of transfer, check, and then the
21 amount, was sufficient under the Twombly-Iqbal standards.
22 Similarly In re Allou Distributors, which is a bankruptcy
23 decision out of the Eastern District of New York in 2008, had
24 the same result as the Eastern District of Michigan decision.

25 I think I've stated already that the Comerica decision

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1 has not been adopted by this circuit, so we don't think it's a
2 decision that the Court should rely on. But even if it did, we
3 have sufficiently alleged that.

4 Now, defendants I think are going to say, Your Honor,
5 they haven't pled the nature and the amount of each antecedent
6 debt. But I think what they're forgetting -- or not -- maybe
7 forgetting is not the right word -- what they're not
8 considering is the fact that we have, again, identified on the
9 exhibits, the purchase orders and/or the process numbers that
10 were driven from the very documents that their clients supplied
11 to us when they shipped the goods. And it is on those very
12 documents, the purchase orders or the billing shippers, which
13 that process number relates back to, that identified the very
14 nature of this agreement, whether it's a shipment of goods,
15 whether it was a provision of services.

16 And the case of -- and I may destroy the name here --
17 Meg Giafica (ph.) v. Blumenthal, which is out of the Second
18 Circuit, says that when we incorporate documents and refer to
19 documents in our complaint, it's incorporated. So those POs
20 and those invoices are all incorporated within our complaint.

21 Now, because of the DACOR system and the way it
22 operated, and it generated a payable, that shows that the debt
23 was on account of an antecedent debt. There would not have
24 been that payable but for the service being performed, but for
25 the goods being delivered. So, again, by attaching the exhibit

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1 in the detail that we have we have demonstrated that the nature
2 of the debt and that the debt was antecedent.

3 THE COURT: What if the exhibit, as is the case in
4 some of these complaints, is blank in that box? The purchase
5 order invoice number.

6 MS. HAFLEY: I'm sorry? I didn't hear the last part,
7 Your Honor.

8 THE COURT: In some of these complaints, like in the
9 Applied Biosystems complaint, the antecedent debt purchase
10 order/invoice number box is blank. What should I take away
11 from that?

12 MS. HAFLEY: Well, I guess, two things as to that one.
13 Applied Biosystems hasn't filed an opposition, but, more
14 broadly, Your Honor, in regards to the -- there are a, and it
15 is a relatively few number but a significant number and,
16 actually, an important number, of transfers where there was a
17 blank. And it relates back to that DACOR system that I was
18 referring to earlier. The DACOR system is a system that's,
19 again, an automated payment processing system. Leading up to
20 Delphi's bankruptcy there was in the news the potential
21 imminent threat of bankruptcy, and the supplier base was
22 getting nervous. They were getting concerned. They were
23 calling Delphi and in certain situations were demanding what
24 Delphi internally referred to "hostage payments". And there
25 were then payments that were made to defendants that were on

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1 account of the antecedent debt but that were due yet they were
2 accelerated payments, and they demanded to be paid on modified
3 payment terms. They demanded to be paid accelerated payment
4 terms, and, generally, those were in lump sum payments.

5 Now, at the time when DAS was directed by this Court
6 to go through and to provide additional information we went
7 through our payment system and provided that information, and
8 it wasn't until a little later we started noticing that we have
9 these blanks and why. And we started digging deep down, and
10 you couldn't pull it off of the payment system because they
11 weren't there. These weren't payments that were made off of
12 the DACOR system. So we did a deeper dive into the records,
13 and what've we discovered, Your Honor, are these are the exact
14 payments that the statute is designed to protect the estate to
15 avoid. These are the payments that are out of ordinary course
16 and that the supplier base was demanding that Delphi provide to
17 them.

18 Now, the question is but does that show me antecedent
19 debt.

20 THE COURT: No, my question is is that in the
21 complaint? I don't think so. What you just told me isn't in
22 any of the complaints, is it?

23 MS. HAFHEY: Well, actually, I think it is.

24 THE COURT: It is?

25 MS. HAFHEY: And where it is, it's on the exhibit.

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1 THE COURT: Okay.

2 MS. HAFHEY: Because if you look back at the exhibit
3 what you see there is you see a payment on the day, on the
4 amount -- excuse me. To the transferee on the day and on the
5 amount that their client specifically negotiated to receive
6 these payments. So, again, we're going back to a plausibility
7 standard in which it --

8 THE COURT: But you're relying, I guess, on -- I mean,
9 it could be a payment in advance or a COD.

10 MS. HAFHEY: We're --

11 THE COURT: You're relying on the -- just on the
12 relationship, right, that they - -

13 MS. HAFHEY: We're relying on the relationship.

14 THE COURT: That they had a supplier relationship or a
15 service or service relationship.

16 MS. HAFHEY: And I'll give you an example, Your Honor.
17 Methode has an argument and claims, and I believe Mr. Jacob may
18 be here today and may be speaking to the Court, but Methode
19 Electronics makes an argument that they received this payment
20 and it's not on account of antecedent debt. And our records
21 show that it has a statement on the -- Delphi ended up doing a
22 paper document that we've, again, since, in this deeper dive
23 discovered that has on it that it's an expedited payment, and
24 to the tune of three million dollars on October 6th on the cusp
25 of bankruptcy.

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1 Now, there's a legitimate dispute between the entities
2 as to whether or not that was -- they claim it was on account
3 of -- not on account of antecedent debt, and we argue that it
4 was, because it says it has an expedited payment. Again, this
5 is a plausibility standard, and by having the date --

6 THE COURT: Well, is it just plausibility? I mean,
7 Twombly says you're not supposed to just plead the statute, and
8 Iqbal reiterated that you -- I, rather, must identify the
9 allegations that are not entitled to the assumption of truth
10 because they are legal conclusions, not factual allegations.

11 MS. HAFHEY: And not just --

12 THE COURT: So if you're just pleading antecedent debt
13 alone, without what you just told me, for example, or,
14 alternatively, an invoice, isn't it just pleading the statute?

15 MS. HAFHEY: No, because it's not formulatic (sic)
16 pleading in the sense that we had provided the suppliers with
17 the date and the transfer and the amount as to what the payment
18 was.

19 THE COURT: But not whether it's antecedent. Isn't
20 that one of the statutory elements?

21 MS. HAFHEY: Well, again, on the face of the
22 complaint, though, we do state that these were all made for the
23 payment of goods or services, and then the Exhibit 1 supports
24 that. So --

25 THE COURT: So you're -- but I think that goes back to

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1 my question. Your point about where the exhibit has a blank as
2 opposed to an invoice, what's in the complaint to support the
3 fact that it's antecedent debt is the paragraph in the
4 complaint that says that the defendant supplied goods or
5 services.

6 MS. HAFHEY: And that the goods -- and that it was
7 paid on account of the performance of those goods and services.

8 THE COURT: Okay.

9 MS. HAFHEY: And I would like to, again, point back to
10 this Court that --

11 THE COURT: All right. Well, why don't we look at the
12 Methode one just to see if that --

13 MS. HAFHEY: Well, Methode doesn't have a blank, so
14 maybe it's not the greatest example --

15 THE COURT: Oh, okay.

16 MS. HAFHEY: -- for you.

17 THE COURT: All right. Well -- all right. Then we
18 can -- I'm sorry. I got you up when I didn't need to.

19 UNIDENTIFIED SPEAKER: Okay.

20 THE COURT: All right.

21 MS. HAFHEY: Generally, Your Honor, there is --

22 THE COURT: I mean, your point on Methode is that --

23 MS. HAFHEY: My point on Methode --

24 THE COURT: There's just a dispute between you and
25 them on whether it's antecedent or not, but that you said it's

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1 antecedent and that's enough for --

2 MS. HAFHEY: And --

3 THE COURT: -- Rule 8.

4 MS. HAFHEY: And the underlying documents, which are
5 on the date, the amount of, and to the transfer show that there
6 was a payment made on that day and the underlying documents,
7 our underlying document says that it was an expedited payment.

8 Now, as to others, what is a typical scenario, Your
9 Honor, is typically on October 4th, October 6th or October 7th
10 tended to be the dates these payments were made to the
11 defendant, and they are, again, those very payments, and this
12 is where we ask the Court to use its common sense here, we're
13 leading up to bankruptcy. The bankruptcy filing was on October
14 8th. And you have inordinate payments here, in some amounts,
15 that you didn't have before when looking at the rest of the
16 transactions, and we provided the date and who the payment went
17 to, and it is the suppliers. I mean, if any -- if there was
18 any transfer on the exhibits that the supplier base is most
19 aware of and understand that it's an antecedent debt it's
20 particularly these transfers.

21 THE COURT: Okay.

22 At the very least, Your Honor, the stage we're at
23 right now, we are at the stage of seeking leave for a first
24 amendment. And the pleading standards here are very liberal,
25 and this Court can allow DAS to go back as to those one line

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1 items now that we have -- because we have found for these, and
2 I can show you examples of them, the payment deviation forms
3 that show -- that record that these are no net seven day
4 payments. These are an expedited payment to pay for these past
5 two invoices. Some of them have settlement agreements
6 demanding payment. We can go back and fill in that column, and
7 the standard here is only if it would be futile to allow us to
8 do so. And it would not be futile to allow us to do so.

9 THE COURT: This is where there's a blank on the --

10 MS. HAFHEY: That's correct.

11 THE COURT: -- schedule? Okay. Okay.

12 MS. HAFHEY: I don't know if you would like to
13 entertain --

14 THE COURT: Why don't I -- so that this is -- you're
15 done on the antecedent debt point --

16 MS. HAFHEY: Yes.

17 THE COURT: -- subject to rebuttal, of course. Okay.
18 So why don't I hear from the objectors on this point?

19 MR. BOWLES: Your Honor, Chip Bowles, Greenebaum Doll
20 & McDonald, for DSSI. As we talked earlier, there were certain
21 people who were selected. I am one of the people selected on
22 lead defendant to address the entire issue of antecedent debt.
23 I can go through that generally or I can answer Your Honor's
24 last client, because my client is one that does, in fact, have
25 not only blanks but the debtors' admission that they had no

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1 documents at the time you required them to file the amended
2 complaint that would support that there was any antecedent
3 debt.

4 THE COURT: Well, let's go to the blanks point first.

5 I --

6 MR. BOWLES: I you want, Your Honor, I have a copy of
7 their proposed amended complaint.

8 THE COURT: No, I have it right here.

9 MR. BOWLES: Okay.

10 THE COURT: And I'm looking at the Exhibit 1.

11 MR. BOWLES: If you look at Exhibit 1 for Delphi it
12 has a transfer recipient, contracted entities, obligor
13 entities, transfer date, transfer amounts, transfer time. Not
14 a single statement about antecedent debt.

15 THE COURT: Well, they have a column that says
16 "Antecedent Debt: Purchase Order/Invoice Number".

17 MR. BOWLES: In the Delphi? In DSSI? This would be
18 07-02236.

19 THE COURT: Oh, no. I'm looking -- I'm sorry. I am
20 looking at --

21 MR. BOWLES: If I might approach? This might be
22 easier, Your Honor.

23 THE COURT: This is not DAS v. Methode Electronics?

24 MR. BOWLES: No.

25 THE COURT: All right.

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1 MR. BOWLES: This is DSSI.

2 THE COURT: All right. All right. You have either --
3 give me that one.

4 MR. BOWLES: Here.

5 THE COURT: Oh, okay. So this is not Methode.

6 MR. BOWLES: No, no, no, no.

7 THE COURT: All right. All right. Fine.

8 MR. BOWLES: You were asking for one. I just happened
9 to be the person who was going to do it and happened to have
10 one that is.

11 THE COURT: Okay. Very well. Yes, this exhibit,
12 right, does not have --

13 MR. BOWLES: Right.

14 THE COURT: -- invoice --

15 MR. BOWLES: And if Your Honor will --

16 THE COURT: -- or PO numbers.

17 MR. BOWLES: -- will turn to, I believe it is paragraph
18 18 of their complaint, which has their statement about
19 antecedent debt. If you'll note in that paragraph they admit
20 that they have no evidence of antecedent debt. Their entire
21 pleading -- I'm not sure of the exact paragraph number,
22 because, unfortunately, it's my only copy, they say on
23 information and belief the documents that may prove antecedent
24 debt are in the defendants' possession.

25 Your Honor, one important thing that I think Ms.

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1 Haffey has been overlooking is the important date of when these
2 allegations and arguments may, as Your Honor has so rightly
3 noted, was when they filed either their proposed amended
4 complaint under this Court's orders or, perhaps, even their
5 response. They did neither. So I think, Your Honor, as a
6 matter of law under Iqbal and Twombly and your orders, if there
7 are blanks or, as we were going to argue earlier, functional
8 blanks that do not show antecedent debt but just have a string
9 of numbers that are not debt obligations I think that's the end
10 of their case.

11 THE COURT: Well, I'm sorry. Let's just take on this
12 point first.

13 MR. BOWLES: That's fine.

14 THE COURT: This, and I apologize for taking your
15 copy. It wasn't paragraph 13. It was paragraph 23. And it
16 says "Plaintiff made or caused to be made each transfer".
17 We're still on Exhibit 1. And it does list the transfers. And
18 then it simply says "for or on account of antecedent debt". I
19 don't see any, Ms. Haffey, I don't see anything in this
20 particular complaint, other than paragraph 14, which says that
21 "DTI", which is not a plaintiff here, "and plaintiff entered
22 into certain service agreements with defendants for the
23 performance of various services. And plaintiff assumed or
24 otherwise became obligated for all payment obligations
25 thereunder". That's the paragraph that sets up a relationship,

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1 a service agreement, but then it just says that the transfers
2 were on account of antecedent debt, which seems to me at least
3 verging on making a conclusory allegation by just repeating the
4 statute.

5 MR. BOWLES: Yes, Your Honor. And one small thing in
6 mind. Ms. Haffey has been saying but, Your Honor, we should
7 get another bite of the apple. That's more of a general
8 argument. But one thing she keeps talking about is discovery
9 can cure this.

10 THE COURT: No, it can't.

11 MR. BOWLES: Right. The Twombly case very clearly
12 says --

13 THE COURT: You have to get -- I mean, that's the
14 whole reason for Twombly and Iqbal is to avoid discovery --

15 MR. BOWLES: Right.

16 THE COURT: -- where there's nothing on its face other
17 than a conclusory allegation --

18 MR. BOWLES: Right.

19 THE COURT: -- ala Twombly or an implausible allegation
20 ala Iqbal.

21 MR. BOWLES: Right. And if there's any argument she's
22 going to make, as it said, it wasn't made by them in the
23 pleadings this Court required, so I don't think it has any
24 relevance at all what they may or may not, could or could not
25 have discovered. They would just file by the day, I believe it

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1 was September 7th, the proposed amended complaints. If they
2 did that by then, whatever they alleged in there is before this
3 Court. Anything they found subsequent, Your Honor, which they
4 haven't brought to this Court's attention until very recently
5 or this day, I think, is pretty much irrelevant. But in our
6 case, as Your Honor said, we don't think there's any showing of
7 antecedent debt or, for that matter, even that these were
8 payments on debt. And they also admit they have absolutely no
9 documents that would ever show that, so --

10 THE COURT: Okay. So what's the response on that all?

11 MS. HAFLEY: Yes. Thank you, Your Honor. First I'd
12 like to say that this particular complaint with the paragraph
13 that was cited to you by counsel is a one of a kind and unique
14 complaint. You won't see that language anywhere else and --

15 THE COURT: Right.

16 MS. HAFLEY: -- my response to that is, Your Honor, and
17 I go back to the futility argument. What I was saying earlier
18 was not that we should be allowed to do discovery. It's clear
19 that under Twombly/Iqbal we have to state a claim that is
20 plausible on its face. It's also clear, though, that this
21 Court has the ability, if it thinks that the complaint on its
22 face right now does not meet a standard, we have an amended --
23 this Court can allow us an opportunity to rectify, fix,
24 provided additional information --

25 THE COURT: All right. But that's a discretionary

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1 issue.

2 MS. HAFHEY: It is a --

3 THE COURT: But I first need to decide whether this
4 complies with Twombly and Iqbal, and, again, I view Twombly and
5 then as reinforced by Iqbal as saying more than plausible on
6 its face. I think it's also saying that, you know, again, as
7 Iqbal says, before you get to plausibility you've got to decide
8 which allegations are not entitled to the assumption of truth
9 because they're legal conclusions not factual allegations. And
10 I'm having a hard time seeing why this isn't a legal conclusion
11 as opposed to a factual allegation.

12 MS. HAFHEY: And, again, I go back to, Your Honor, the
13 factual allegation is when you look at the date and you look at
14 the transfer amount and the transfer it went to, those were on
15 account of antecedent debt. I mean, they were transfers for
16 payables.

17 THE COURT: But, see, that -- I mean, you're basically
18 saying that the date indicates that the -- because it was right
19 around the time when Delphi was at its most susceptible to
20 pressure that I should assume that it was on account of
21 antecedent debt as opposed to simply succumbing to pressure.
22 It could have been a deposit. It could have been COD.

23 THE COURT: And I'm relying on those decisions that I
24 referred to earlier, Your Honor, in where they found that the
25 date, the amount, the transferor and the transferee was

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1 sufficient under the Twombly/Iqbal standards --

2 THE COURT: But isn't that --

3 MS. HAFHEY: -- which is what we had there.

4 THE COURT: At least the last case that you cited,
5 wasn't that a case where it wasn't an ongoing contractual
6 relationship. It was a case where they -- the facts themselves
7 were pled, as opposed to just that they were supply
8 relationships.

9 MS. HAFHEY: Well, the facts here are pled as well,
10 too, Your Honor.

11 THE COURT: But it's a debt -- I mean, the facts to
12 establish that it was an antecedent debt as opposed to just the
13 fact that --

14 MS. HAFHEY: I mean, again, the facts here --

15 THE COURT: -- they were in business together.

16 MS. HAFHEY: Well, but there's more --

17 THE COURT: I mean, it was that they were holding
18 money and they needed to pay the money to get release of
19 something else. I mean, that was the -- it seemed to be
20 specifically alleged in that case.

21 MS. HAFHEY: And the facts here show more. They do
22 show more. They show that they provided services. We've got a
23 column on this one that shows what a contracting entity was
24 here. And I do want to go back, Your Honor, so that the Court
25 understands if it would have obliged DAS in situations -- if

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1 the Court would allow as to these blanks to allow DAS to
2 provide additional information. Counsel just said that and we
3 don't have any information. And that's not true, and he knows
4 that's not true. I have provided him with the very specific
5 deviation wire transfer forms that show where the transfers
6 went to with this client, and where it says that, and I'll
7 quote, it says "Payment of payables under payment term
8 deviation requests", so --

9 THE COURT: All right. But I don't want to get into
10 an additional whether I should order today that you -- that the
11 debtors have no more opportunity to amend. That includes a lot
12 of other factors besides just this one issue on antecedent
13 debt. So I appreciate that you're responding to something that
14 counsel raised so you're feeling you have to respond. I don't
15 really want to --

16 MS. HAFLEY: Well --

17 THE COURT: -- get into that issue at this point. I'm
18 really just focusing on the face of this proposed amended
19 complaint.

20 MS. HAFLEY: And I know I'm beating a bush here, but
21 going back to the date and the amount and looking at -- and not
22 relying on the payment deviation form, but what the date and
23 the amount does, it shows to the supplier that this was on the
24 amount of antecedent debt. Because when they have that
25 transfer, and they have the date, and they have the amount of

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1 it, and they know who it came from and who it went to, using
2 that information they know it's on account of an antecedent
3 debt. And I --

4 THE COURT: Well, they may not. They may say it's
5 not --

6 MS. HAFHEY: And --

7 THE COURT: -- in which case you force them to answer
8 when the complaint is, kind of, taking a guess.

9 MS. HAFHEY: But the --

10 THE COURT: Right? I mean, you don't really know.

11 MS. HAFHEY: Well --

12 THE COURT: On the face of the complaint you don't
13 know.

14 MS. HAFHEY: Except that --

15 THE COURT: And, so, you're putting to them -- to the
16 task of having to prove something, and, you know, basically
17 just crossing your fingers that they'll -- they won't. And I
18 think that's what Twombly and Iqbal were designed not to do.

19 MS. HAFHEY: Except in, and, again, DSSI is a
20 unique --

21 THE COURT: I understand that.

22 MS. HAFHEY: -- situation on its own.

23 THE COURT: Right.

24 MS. HAFHEY: If you look at the other complaints where
25 you have --

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1 THE COURT: Well, I think we should move to the other
2 complaints.

3 MS. HAFHEY: Okay.

4 THE COURT: Because I think we are, I mean, I
5 appreciate -- I'm not faulting you for it, but I think we are
6 getting to the point where we're repeating ourselves on this
7 one. But, so then there was, I think -- can we deal with the
8 actual Methode complaint? I mean, all of them that -- all the
9 transfers are listed there. The POs are listed on the exhibit.
10 So I'm not sure what the argument on an antecedent debt is
11 where there isn't all the -- all the transfers are listed. Is
12 there an argument there that the complaint doesn't --

13 MS. HAFHEY: But we don't think that --

14 THE COURT: No, I'm talking to the objectors.

15 MS. HAFHEY: Okay.

16 THE COURT: Is anyone arguing the point that where the
17 exhibit lists a purchase order/invoice number in the antecedent
18 debt column that the debtors, nevertheless, have not shown an
19 antecedent -- or not sufficiently pled payment of an antecedent
20 debt?

21 MR. SULLIVAN: Your Honor, counsel for Timken. I
22 would make that argument, because in one of the declarations
23 that my clients have been in connection with its opposition
24 indicated that the invoice number -- where it references an
25 invoice number those invoice numbers bear no resemblance to any

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1 invoice number that Timken ever would have issued, and couple
2 that with the complaint which says that Delphi didn't accept
3 invoice numbers, you know --

4 THE COURT: Well, but that just means it's a purchase
5 order number, then, instead.

6 MR. SULLIVAN: No, no, no. It says it's an invoice
7 number.

8 THE COURT: No, it says purchase order/invoice number.

9 MR. SULLIVAN: On the exhibit that was attached to the
10 complaint of Timken it --

11 THE COURT: All right. Well, let me --

12 MR. SULLIVAN: -- specified whether it was an invoice
13 number or a PO number.

14 THE COURT: I'm sorry. Let me get to Timken here.

15 MR. SULLIVAN: Sure.

16 THE COURT: Okay.

17 UNIDENTIFIED SPEAKER: And what I'd want to --

18 THE COURT: Well, I mean, Timken says --

19 MR. SULLIVAN: If you look at the --

20 THE COURT: -- that --

21 MR. SULLIVAN: -- second to last column it says
22 purchase order or invoice number, and it says invoice, and then
23 later on some of them say PO.

24 THE COURT: Okay.

25 MR. SULLIVAN: So it either identifies invoice or PO.

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1 THE COURT: All right. But -- all right. So let's
2 stick with this point, though. At this point, you know,
3 subject to Rule 11, they are referring to a fact that they
4 have. You may disagree with that fact, and on summary judgment
5 you may win on that, but I don't see why that should throw out
6 the complaint.

7 MR. SULLIVAN: Your Honor, counsel made a statement
8 today that these complaints incorporated these invoices and POs
9 by reference. They will not be able to produce an invoice that
10 says this. In fact, I had a conversation with Ms. Haffey, and
11 there's been numerous e-mails back and forth which are
12 documented in the declaration that I submitted with this
13 Court --

14 THE COURT: But --

15 MR. SULLIVAN: -- in which he says she doesn't have any
16 invoices or POs that she can produce to me, because I asked for
17 them.

18 THE COURT: But we're just dealing -- look. We're
19 just dealing with the issue of whether, under Rule 8, they
20 properly pled antecedent debt. I think you're going beyond
21 that at this point.

22 MR. SULLIVAN: I guess it really goes to a futility
23 argument under Rule 15, Your Honor.

24 THE COURT: Exactly. So why don't we, I mean, I just
25 want to, I mean, they structure it this way so we can do this

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1 piecemeal.

2 MR. SULLIVAN: Oh, okay. I apologize. I didn't mean
3 to jump ahead.

4 THE COURT: That's all right. That's okay. I did
5 ask, sort of, does everyone have any point on this. Yes?

6 MR. BOWLES: Your Honor, on the general argument on
7 antecedent debt that --

8 THE COURT: Maybe you need to pull a little closer to
9 a microphone.

10 MR. BOWLES: Oh. On the general argument on
11 antecedent debt, Your Honor, that the defense group has done,
12 yes, we have an argument that basically as pled -- it takes a
13 while to do it, and I don't want to jump out of order, but if
14 you want to -- basically, the numbers that they've put in those
15 columns really do not prove it, because coming down here, and I
16 can go to that, there are actually -- pardon me. There are
17 actually three elements to preferences. One, was the transfer
18 for the payment of a debt. Not for anything else. Courts work
19 2L18L41 >>on. Two, was it owed by the plaintiff? In this
20 particular case, Your Honor, those are other issues. And,
21 three, was it incurred before the transfer the debtor seeks to
22 be made. In this particular case, Your Honor, going to the
23 numbers issue that we have, which is, basically --

24 THE COURT: I'm sorry. Are we back on Methode's
25 complaint?

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1 MR. BOWLES: No, no, no, no. Not any specific
2 complaint.

3 THE COURT: Okay. Fine.

4 MR. BOWLES: This is on the general one.

5 THE COURT: All right.

6 MR. BOWLES: This is generally. Because in this
7 particular case what we were talking about -- and, I'm sorry,
8 I'm having to get out of here, so I just have to find it.
9 Basically, in this particular case when you incorporate the
10 documents by reference that is, in fact, the correct law if you
11 reference that in the document that is incorporated. However,
12 Your Honor, it's not the allegation that's made on the document
13 is, in fact, what the actual document says. Both this Court,
14 and I'm more familiar with the Seventh Circuit in Northern Gun
15 Outdoor Shows v. City of South Bend who said where an
16 instrument is incorporated into a pleading it, basically,
17 anything that's in that will trump any allegation. So unless
18 the documents which were referred to by various numbers
19 specifically show that DAS is obligated to a defendant that's
20 all they can do. If they don't show that then the allegation
21 is basically rendered a nullity. In other words, Your Honor,
22 they can say gee, these documents are evidence of it, but if
23 the documents themselves, since they're incorporated in the
24 pleadings you can look at those. Although this isn't a
25 12(b)(6) standard, when you're looking at these for both

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1 futility under Rule 8 they, in fact, have to show them and look
2 at them. If they don't have them, Your Honor, then that
3 allegation is as if they had never even referred to them,
4 because you do have the right to review those, because once you
5 incorporate them by reference they, in fact, you have the right
6 to look and see what they say.

7 Further, Your Honor --

8 THE COURT: Well, does anyone say what they say?

9 MR. BOWLES: Well -

10 MR. SULLIVAN: Well, they don't exist, Your Honor.

11 They're just made up numbers. There are no such invoices.

12 That's the problem.

13 MS. HAFHEY: Your Honor, may I respond to that?

14 THE COURT: No, but has anyone looked at the purchase
15 order information? No one is disputing this, right, at this
16 point?

17 MR. SULLIVAN: Your Honor, I mean, from Timken's
18 perspective. I have to apologize. We keep interrupting, but I
19 submitted a declaration that says we don't recognize any of
20 those POs or invoice numbers. We asked, pursuant to Your
21 Honor's direction, for copies of all these things. Mr. Haffey
22 says she or her client do not have them, and she would not be
23 able to provide them. That's what I was told.

24 MS. HAFHEY: I have two responses to that, Your Honor.

25 THE COURT: Okay.

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1 MS. HAFHEY: And maybe one I'll -- well. As I said
2 earlier Delphi was a paperless company. It expressly told its
3 suppliers do not send us an invoice. So when it got the bill
4 of lading, the shipper -- sometimes they send invoices --
5 whatever piece of document that they sent to the receiving
6 entity, the person there in the receiving department then
7 entered into that DACOR system that we received goods or
8 services were provided, we got the tooling. And that system,
9 then, entered into a processing number, invoice number that
10 Delphi assigned to it. It's not their invoices, and their
11 clients will tell them, they were expressly told by Delphi,
12 don't send us invoices. That was how Delphi operated, which is
13 very common in the automotive industry to be paperless. So
14 what that documents is, Your Honor, it's a reference to the
15 shipment or to the service performance of goods that got put
16 into the payable system that would then generate a payment.
17 So --

18 THE COURT: Well, I'm assuming since you came up with
19 specific numbers that, for example, if a defendant asked for
20 evidence of -- I'll just take the first item on the Timken
21 exhibit, S3S30957, there'd be some screen that would pop up
22 that would print out that would show a date that says that
23 number on it, right?

24 MS. HAFHEY: And I'd have to -- I assume that to be
25 true, because this is the date that my client gave me this

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1 information to generate that exhibit. So yes, taking a screen
2 shot is something I have to believe is entirely possible. But
3 because it was a paperless entity, and again, very, very
4 common, is it going to be able to go through an old file drawer
5 and pull out that bill or that shipper? No, I mean, it's set
6 up, this system, so that it didn't have to retain all of those
7 documents and those papers.

8 THE COURT: All right, so I'm trying to follow; what
9 is the argument about why that's not sufficient to show that
10 this was in respect of --

11 MS. HAFLEY: I don't know.

12 MR. BOWLES: Basically, Your Honor, it comes down to
13 this, what they --

14 THE COURT: You'd better move a little closer to the
15 microphone.

16 MR. BOWLES: I'm sorry, I'll move closer.

17 And it can come from if you have Delphi's omnibus
18 response, specifically Mr. Unrue's affidavit, page 3 -- he
19 basically describes what these numbers were. And he described
20 it more of the receiving department would get a shipment under
21 either a bill lading or shipping manifest numbers -- they were
22 called shipping numbers. I'm not going to read a long quote
23 into the record other than noted page 3; he basically says that
24 there were a large number of ones -- and they pick various
25 numbers -- some of the receiving department may have shipper

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1 numbers to catalog shipments. Those are just basically
2 warehouse entries, Your Honor; to say there's that many goods
3 in the warehouse.

4 You have on other occasions, they may have used
5 purchase order numbers to catalog shipments. Mr. Unrue
6 basically says they put in a number because -- as he said in
7 the last one -- these varying practices were reflected in
8 DACOR's system, because the system only allowed the entry of a
9 single number; in other words, DACOR needed a number whenever
10 you did something on.

11 Secondly, Your Honor, what you described here, goes to
12 the fact that these aren't evidences of antecedent debt for
13 this reason. If you look in each of the complaints and in
14 their omnibus response, they don't say DACOR was set up, and
15 DACOR approved every antecedent debt. What they said was, is
16 these numbers -- whatever they define them as -- would show an
17 antecedent debt. Your Honor, I -- I don't have any numbers, so
18 I don't know about this, but, basically as long as you have a
19 number -- and I think there are numerous people that have
20 disputed that those numbers have any meaning to show antecedent
21 debt -- unless they can show the underlying whatever the number
22 was, they basically cannot stand on the fact of this number,
23 does it?

24 I mean, they can say it's incorporated, and that's
25 true, but there are people who have done that; not my client,

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1 because we have absolute no numbers, but as a general rule that
2 doesn't do it, and I think it's by their own person's affidavit
3 that simply says how strange it was, because they used a
4 variety of things for these "numbers", not just simply
5 invoices, shipping, or anything else, but things that were more
6 inventory and the like.

7 So, I don't think -- given what you have in Twombly
8 and Iqbal, they haven't pledged specifically enough to pass
9 that, even if they have numbers; my case is different, but
10 that's the general argument.

11 MR. NAYAK: Your Honor, this is Mahesh Nayak speaking
12 for Detroit Products, International; I just want to add one
13 other point to what Mr. Bowles said, in that the schedule
14 attached to our complaint, the one against Detroit Products,
15 International, identifies -- I guess what I'll call these D
16 numbers -- which we're having trouble deciphering what they
17 are.

18 THE COURT: Is Detroit Products, International a
19 successor to something? I have a list of the --

20 UNIDENTIFIED SPEAKER: Doshi.

21 MR. NAYAK: Doshi Prettl International --

22 THE COURT: Doshi -- oh, fine.

23 MR. NAYAK: -- thank you, Your Honor.

24 But in any case, the fine point I wanted to add, is
25 that both within the body of the complaint and on the

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1 attachment, Delph -- DAS reflects that these D numbers are
2 invoices, purchase orders, or bills of lading. And I think
3 they just told you today -- or what I'm hearing -- is that
4 they're none of the above. In my complaint, they very
5 specifically identify these D numbers as purchase orders; they
6 are not purchase orders -- that's what I'm hearing DAS say
7 today.

8 THE COURT: Well, we -- their complaint says
9 otherwise. I don't know, I mean as far as the facial validity
10 of the complaint is concerned, I'm just going on about what's
11 in it, which says this is our rec -- you know, it says -- well,
12 I'm going back to Timken, I'll turn to yours in a second -- but
13 plaintiff -- the documents evidencing the antecedent debt
14 include the purchase orders and/or invoices/bills of lading
15 identified on our Exhibit 1.

16 Which purchase orders and/or invoices include evidence
17 of the amount of the antecedent debt, and the approximate dates
18 the subject goods contemplated by the agreements were
19 ordered -- for order. So -- I mean that sets up an antecedent
20 debt relationship. It may turn out not to be the case, but as
21 far as the validity of the complaint is concerned I don't see
22 why it doesn't meet Rule 8.

23 MR. NAYAK: The point that I'm struggling with, Your
24 Honor, is they have very specifically identified these as
25 purchase orders, invoices or bills of lading.

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1 THE COURT: I understand.

2 MR. NAYAK: And today I'm hearing that they're saying
3 that they're none of the above.

4 THE COURT: Well --

5 MR. NAYAK: These D numbers don't let us know, for
6 example, when parts were shipped; they're not purchase orders,
7 they're not invoices, they're not --

8 THE COURT: I don't know; I don't know that.
9 That's -- to me, that's a summary judgment type of issue, or a
10 trial issue, as opposed to a pleading issue.

11 MR. NAYAK: Presumably --

12 THE COURT: If they had put in their complaint that we
13 have an entry of some sort of transaction, we don't know what,
14 but some sort of transaction, then I would understand your
15 point. But that's not what they say.

16 MR. NAYAK: And Your Honor, I'm sorry, I'm hearing
17 what you're saying, I just -- the disconnect for me is that
18 they told the Court that the antecedent debt is one thing in
19 their complaint and in their schedule, and today they're saying
20 it's another.

21 THE COURT: Well --

22 MR. NAYAK: That it is none of the above.

23 THE COURT: I think that may be what you all are
24 saying, as opposed to them.

25 MS. HAFHEY: Yes.

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1 MR. NAYAK: I heard today that a D number is a
2 computer entry that reflects neither a invoice, a purchase
3 order --

4 THE COURT: Debit -- she didn't --

5 MR. NAYAK: -- or a bill of lading.

6 THE COURT: -- she didn't use the phrase "D number".

7 MR. NAYAK: Well --

8 THE COURT: The first time I heard the phrase "D
9 number" was when you spoke.

10 MR. NAYAK: It's the number listed under their
11 antecedent debt column, for which many of us is a D number; for
12 others I think is a number which is preceded with some other
13 letter. I don't know if D corresponds to decor or what, but --
14 unless Ms. Haffey can clarify for me today, I don't know -- and
15 she hasn't told me one way or the other, but my understanding
16 is that there are no purchase orders or invoices or bills of
17 lading bearing a D and a sequence of numbers. Is that
18 incorrect?

19 MS. HAFFEY: I'm certainly not in a position today,
20 Your Honor, to make that statement for as large as DAS was and
21 the many suppliers that it has, it --

22 MR. NAYAK: But Your Honor, they have -- under the
23 standards that are imposed on them in connection with this
24 motion for leave to amend, alleged that these D numbers are
25 indeed invoices, purchase orders or bills of lading; and today

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1 they're telling us that they're not in a position to say
2 whether they're any of the above.

3 THE COURT: Let me turn to your complaint.

4 MR. THOMAN: Your Honor, this is Jim Thoman, for
5 Unifrax, could -- I'm just wondering is Ms. Haffey could speak
6 a little closer to the microphone, I'm having trouble hearing
7 her?

8 THE COURT: John, why don't you add line 1 of the
9 complaints?

10 MS. HAFHEY: I would be happy to.

11 THE COURT: John?

12 MR. THOMAN: And I have one comment to make when
13 you're ready.

14 THE COURT: Wait, maybe it's -- I'm sorry, it's right
15 here, I got it.

16 MS. HAFHEY: Your Honor?

17 THE COURT: No, let me just --

18 MR. NAYAK: Your Honor, if I could guide you, if
19 you're looking at our complaint, to paragraph 22, where it said
20 "plaintiff made, or cause to be made, each transfer listed on
21 Exhibit 1, for or" --

22 THE COURT: Right, I -- that's what I -- it's the same
23 language from the Temkin complaint that I just read.

24 MR. NAYAK: Oh, thank you.

25 THE COURT: So, all right. And they say it evidences

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1 the amount of the debt, so you could look at it. You're saying
2 they've acknowledged it doesn't, right?

3 MR. NAYAK: I'm sorry --

4 THE COURT: Is there -- you say it doesn't evidence
5 antecedent debt?

6 MR. NAYAK: That is correct.

7 THE COURT: All right, and what's that based upon?

8 MR. NAYAK: It's based on the fact that their claim of
9 what is antecedent debt -- which are these -- they identify the
10 antecedent debt as these D numbers. And they identify in their
11 complaint that the D numbers are invoices, purchase orders or
12 bills of lading. They've got to identify for us -- under
13 Twombly and Iqbal, an applicable law -- what the nature of the
14 transfers where, what the transfers were for; these D numbers
15 are neither invoices, purchase orders or bills of lading.
16 They're computer-generated screen shots, they don't show when
17 ship -- pardon me -- when goods were shipped.

18 THE COURT: Well you -- you don't know.

19 MR. NAYAK: Neither do they, Your Honor; I don't know,
20 you're correct.

21 THE COURT: Well, you're basing this, I believe, your
22 statement that the debtors' counsel has made an admission today
23 in open court, right? That these screen entries do not show
24 the existence of an antecedent debt, right? That's what you're
25 basing it on? Because you haven't seen them, so it must be based

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1 on that.

2 MR. NAYAK: Well, to be more specific, Your Honor, I'm
3 saying that what they're saying in their complaint is not the
4 case; that they have said that these D numbers are not --

5 THE COURT: But based on what? I'm just asking you,
6 based on what's been said in court today?

7 MR. NAYAK: Yes.

8 THE COURT: All right. So, what is -- do you agree
9 that these don't show the --

10 MS. HAFLEY: No, and I had not said what counsel here
11 claims that I have said. I think I've been very clear on what
12 I have said.

13 THE COURT: This is -- I believe what you have said,
14 is that this is the memorialization, or recordation, of an
15 order, right?

16 MS. HAFLEY: Of the receipt of the goods or services.

17 THE COURT: Right.

18 MS. HAFLEY: So that a payable is owed.

19 THE COURT: Right, it's like --

20 MS. HAFLEY: Exactly.

21 THE COURT: --a payable; an accounting of a payable.

22 MS. HAFLEY: And it's either of the order -- the
23 purchase order -- or it's of the receipt of the goods or
24 services so it puts in -- what we -- and again, it's just
25 nomenclature -- invoice number, you can call it a processing

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1 number, and as Mr. Unrue put in his declaration, DAS was at
2 the --

3 THE COURT: I don't need the declaration, I'm just
4 focusing on the complaint.

5 MS. HAFHEY: Okay, well --

6 THE COURT: All right, so I don't think --

7 MS. HAFHEY: -- when you have a --

8 THE COURT: -- there is -- I don't think she has
9 admitted it. I don't think it is --

10 MS. HAFHEY: No, I have not.

11 THE COURT: -- I just don't -- I don't agree with you
12 on this one.

13 MR. SULLIVAN: Well, Your Honor, I mean -- pardon for
14 interrupting, James Sullivan, counselor of Timken -- but the
15 one thing that complaint doesn't do, is it doesn't allege the
16 date of the antecedent debt; so these could be COD, these could
17 be preparing -- there's no evidence in the record that these
18 screen shots reflect any antecedent debt; there should have
19 been another column in there saying, you know, date of the
20 ant -- date of the debt.

21 THE COURT: No, that's what they say in paragraph 22.
22 Look, the first thing you do -- if I let them amend the
23 complaint, the first thing you do is say, I want to see these.
24 And if they don't do it, then you say motion to -- you know,
25 motion for summary judgment.

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1 MR. SULLIVAN: We've been doing that since October,
2 Your Honor.

3 THE COURT: Well, not really. Because we've been
4 doing this instead of summary judgment.

5 MR. SULLIVAN: What I meant, I've been asking for
6 them, and I've been told by Ms. Haffey she has no documents for
7 me.

8 THE COURT: Well, that -- again --

9 MS. HAFHEY: I was just --

10 THE COURT: -- this is just lawyers talking. This is
11 not evidence, we're talking about Rule 8.

12 MS. HAFHEY: And I never made that statement.

13 THE COURT: The face of a complaint, so I think we
14 should move on this point -- off of this point.

15 MR. ROBERTS: Your Honor, this is Buswell Roberts, on
16 behalf of Owens Corning, and I have just a real slight twist on
17 these facts; this is in relation to adversary proceeding 07-
18 02540, and --

19 MS. HAFHEY: Could I -- I'm sorry, this is Ms.
20 Haffey --

21 THE COURT: It's Owens Corning.

22 MS. HAFHEY: Thank you.

23 MR. ROBERTS: Owens Corning. And Exhibit 1 -- well,
24 first of all, the complaint says that Owens Corning delivered
25 serves pursuant to a "service agreements", that's wrong; I mean

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1 Owens Corning provided goods, but for the purposes of my
2 argument it's irrelevant -- and they mention that there are
3 certain service agreements, and in the purchase order, invoice
4 number antecedent debt column, there are one, two, three, four
5 D numbers, all of which are identical. Now, I happen to know
6 what that D number references, and I'm only bringing this up as
7 an illustration as to why the information contained in this
8 column isn't very helpful with respect to antecedent debt.

9 The purchase --or the D number references one of the
10 service agreements, it's actually referred to as a requirements
11 contract, which tells Owens Corning absolutely nothing about
12 when the indebtedness arose or what, you know, what the
13 previous indebtedness was. Those five entries are all just
14 simply a requirements contract that has nothing to do with any
15 particular order that was made by the debtor.

16 And I think what this really boils down to is, that
17 just the debtor stating, in essence, you paid me, therefore you
18 must have owed me something because otherwise you wouldn't have
19 sent me a check. And that's in essence what the debtor has
20 really done here; when it would have been very simply for the
21 debtor simply to say, on the date that the payment of 20,101
22 dollars was made, the debtor owed Owens Corning X, Y, Z
23 dollars, which they presumably could have gotten off of their
24 screen.

25 But, it's an awfully cumbersome way to identify what

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1 antecedent debt was, when it would have been so much easier
2 simply, to say, at the time of the payment, Owens Corning --
3 the debtor, rather -- owed Owens Corning X number of dollars.

4 And I don't think in Owens Corning's case, that the
5 four referenced numbers tell Owens Corning anything about
6 antecedent debt.

7 MS. HAFHEY: If I can respond, Your Honor? And again,
8 we need to go back to the DACOR payable system, which we have
9 pled in the face of the complaint.

10 For there to have been a transfer to have made on
11 these dates, under these purchase orders, it would have to have
12 been a payable; and that is why we referenced the DACOR system
13 and explained in the complaint how it worked. The reason that
14 there are four of that purchase order listed on here, because
15 there were four different provisions of goods. And it was paid
16 for on these four dates. Which is why we broke it down to that
17 detail level, so that that supplier could see it was on account
18 of antecedent debt, and paid on those days, under that blanket
19 order; there were four different entries.

20 MR. ROBERTS: But Your Honor, that doesn't tell me a
21 single thing about antecedent debt. If that were sufficient,
22 then Iqbal and Twombly mean nothing because --

23 THE COURT: Well, it -- counsel is saying that it
24 evidences a payable, based upon a prior demand, right?

25 MR. ROBERTS: Well, that --

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1 MS. HAFHEY: It's correct.

2 UNIDENTIFIED SPEAKER: Your Honor, but it's not a
3 payable --

4 MR. ROBERTS: -- what she's saying Your Honor, and I
5 think she just said it out loud --

6 UNIDENTIFIED SPEAKER: -- it could be an order, it
7 could be an order or a payable.

8 MR. ROBERTS: -- was that for antecedent debt, all we
9 need to do is to show that we made you a payment and that
10 mean -- therefore there was antecedent debt, otherwise we
11 wouldn't have paid you.

12 THE COURT: No, I think she said that the system
13 records a payable; meaning it records a past event; something
14 that was payable.

15 MR. ROBERTS: Well, except that the -- this purchase
16 order, invoice number, antecedent debt, doesn't do that. All
17 it does is say we made you a payment based on a requirements
18 contract that was executed two or three years prior to the time
19 that these payments were made.

20 MS. HAFHEY: Well, I -- but I think --

21 THE COURT: Well that's enough.

22 MS. HAFHEY: And particularly when you look --

23 THE COURT: They're paying you under a pre-petition
24 contract.

25 MS. HAFHEY: -- particularly when you look at the face

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1 of --

2 MR. ROBERTS: Well, it's a -- all it is, Your Honor,
3 is a requirements contract; it says you have to send us a
4 request for delivery. After you send us a request for
5 delivery, we will then send you the goods and then you have to
6 pay us.

7 MS. HAFHEY: That's exactly my point.

8 THE COURT: I think that says it.

9 MS. HAFHEY: And the purchase orders themselves spell
10 out that.

11 THE COURT: I just -- look, it may be the case as Mr.
12 Sullivan is asserting, that these entries are fictitious, or
13 don't exist or can't be reproduced; but it seems to me that the
14 complaint, in terms of its representation, where it says an
15 accounts payable system in respect of goods ordered or services
16 sought, is recorded as set forth on Schedule 1, where it says
17 that, is sufficient. You know?

18 Those are facts, those are not conclusory allegations;
19 the facts may turn out to be wrong, but as far as the pleading
20 of the complaint is concerned, that's sufficient.

21 MR. JEROME: Your Honor, Steve Jerome, Snell & Wilmer,
22 on behalf defendant Microchip Technologies, Inc., in adversary
23 07-02436. And similar to Mr. Bowles' client, my client's
24 Exhibit 1 -- and I have extra copies if it --

25 THE COURT: No, I have it.

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1 MR. JEROME: -- has two columns, which for all eight
2 transactions, are completely blank. And I listened with
3 interest to counsel's presentation regarding -- and I believe
4 the quote was "the exhibits to the complaint are extremely
5 important, and they reflect the detailed information regarding
6 the antecedent debt".

7 THE COURT: No, I think we -- well, maybe we should
8 nail this down, but I think we already covered the blank
9 exhibits. I just -- I have a real hard time with that -- with
10 those.

11 MR. SULLIVAN: I just want to --

12 THE COURT: I don't need to -- we already dealt with
13 that, with the DSSI one, which just -- instead of having a
14 column that was blank, it didn't have a column at all. But I
15 think it doesn't matter; if the column's blank or the column
16 isn't there, as was the case with DSSI, then I'm just dealing
17 with the allegation and the complaint, which says that there's
18 a system in place, but I -- there's no evidence the system
19 actually spit out anything that shows that there was a payable
20 recorded; and I think that's a problem for the debtor. I don't
21 see how they deal with that.

22 MR. SULLIVAN: And Your Honor, and I agree, I just
23 wanted to make two real quick points, is --

24 THE COURT: You've already won on this point.

25 MR. SULLIVAN: Your Honor, I will sit down.

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1 MR. NAYAK: Your Honor, Mahesh Nayak, for Detroit
2 Products --

3 THE COURT: Yes.

4 MR. NAYAK: -- when you refer to the fact that -- as
5 you just did -- that there was a system in place, or the
6 plaintiff has alleged that there was a system in place -- do
7 you see that in the body of a complaint that you're looking at?

8 THE COURT: Yes. Let me go back to 16 and 17.

9 "Plaintiff did not accept physical invoices from the defendant,
10 in connection with the defendants' shipment of goods, under the
11 agreements" -- this is Doshi's complaint -- "rather the
12 defendant used its accounts payable system to make payments to
13 defendant." And then in 22, it says that "the documents
14 evidencing the antecedent debt were" -- and then, you know,
15 we've already read that language, and obviously you can put two
16 and two together, that's the language that comes off their
17 system, on 17. So I think it's there. You may, in discovery,
18 show it's not there, and -- but, you know, I don't see why that
19 isn't sufficient.

20 MR. THOMAN: Your Honor, this is Jim Thoman for
21 Unifrax, are we to interpret plaintiffs' counsel description of
22 the accounts payable system to preclude pre-payments? That
23 there's no way a number could be generated from their system if
24 there was a COD or a pre-payment required?

25 THE COURT: That's what I took, that it records

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1 payables; and that these are the payables, as opposed to
2 something else. That's what 22 says.

3 MS. HAFHEY: Your Honor --

4 THE COURT: That's what paragraph 22 says.

5 MS. HAFHEY: That's correct and that is my
6 understanding, with the exception, and that's why there is a
7 blank in that antecedent debt column where there were
8 situations where we didn't -- DAS didn't use the accounts
9 payable --

10 THE COURT: Right.

11 MS. HAFHEY: -- DACOR system, and it was done at --

12 THE COURT: It was a one-off thing.

13 MS. HAFHEY: Yeah, it was a manual --

14 THE COURT: Right.

15 MS. HAFHEY: -- and we've got the manual documents to
16 show those deviations from payment terms.

17 THE COURT: All right, okay.

18 MR. SULLIVAN: Your Honor, I'm not sure if we'll get
19 to this, or you're ready to get to this yet, but are you going
20 to create today, perhaps some kind of a time limit in which
21 plaintiff must produce the documents that are the subject of
22 these --

23 THE COURT: We're not getting to that yet.

24 MR. SULLIVAN: Okay, thank you.

25 THE COURT: Okay, so are there other issues with

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1 ane -- I mean, we've covered, I think, the two categories that
2 I had on this, which is where it was blank, and where there was
3 something there. Are there other issues besides that?

4 MR. KOCHIS: I believe there are, Your Honor.

5 THE COURT: Okay.

6 MR. KOCHIS: Anthony Kochis from Wolfson Bolton PLLC,
7 and I represent two different defendants in different adversary
8 proceedings.

9 So while I would echo a lot of the sentiments that
10 have been argued, one of my clients, which is Ex-cell-o Machine
11 Tools, adversary 07-02337, is where the reorganized debtors are
12 represented by the Togut law firm, and as I stated in my
13 papers, the Togut form of proposed amended complaint actually
14 differs in the allegations that are alleged and the schedules
15 that are attached; so I don't know if you want to talk about
16 this right now, but my point is I don't think those allegations
17 and those exhibits are sufficient, in addition to the futility
18 argument that I have.

19 THE COURT: All right. Why don't we just put a place
20 order on that, unless --

21 MR. KOCHIS: Sure.

22 THE COURT: -- unless we're done with the Butzel Long
23 ones.

24 MR. KOCHIS: Sure, no problem.

25 THE COURT: It's just a question of moving a lot of

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1 notebooks around.

2 MR. KULBACK: Your Honor, very briefly, Jerry Kulback
3 again, on behalf of Magnesium Electron; I think Your Honor made
4 it clear that with respect to schedules that are blank with
5 respect to the purchase orders and invoices, it doesn't set
6 forth a claim --

7 THE COURT: Unless the debtors' says that there's
8 something else in the complaint that's not in the forms of
9 complaint that I've been reading. I mean, if there's another
10 paragraph in the complaint that says, basically what counsel
11 told me at oral argument, then it would be okay, but I haven't
12 seen that.

13 MR. KULBACK: Well, Your Honor, I'm in the position
14 that there was no schedule attached at all --

15 THE COURT: Okay.

16 MR. KULBACK: -- to the amended complaint filed in the
17 adversary proceeding.

18 THE COURT: Oh, but I thought it was attached
19 somewhere else?

20 MR. KULBACK: Well, Your Honor, it apparently was
21 buried, which I found out again, at 4:30 yesterday, in an
22 exhibit that was filed on the main docket; but that is not in
23 the adversary proceeding. The adversary proceeding and the
24 complaint and the motion filed in the adversary proceeding as
25 it stands right now, is deficient on its face.

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1 THE COURT: All right, well --

2 MR. KULBACK: We raised it previously --

3 THE COURT: That would probably one where I would let
4 them amend.

5 MR. KULBACK: Well I would be remiss if I didn't ask,
6 Your Honor.

7 THE COURT: Okay, all right.

8 MR. HERMAN: Your Honor?

9 THE COURT: Yes?

10 MR. HERMAN: Is it -- are we discussing now the
11 element of an antecedent debt of who the obligor was?

12 THE COURT: No.

13 MR. HERMAN: Okay.

14 THE COURT: That's a separate issue.

15 MR. HERMAN: Separate issue, thank you.

16 THE COURT: All right, so I think we're ready to turn
17 to the Togut form of complaint and rather than my rearranging
18 this whole thing, do you have an extra copy of --

19 UNIDENTIFIED SPEAKER: Yes, Your Honor.

20 THE COURT: -- of the particular complaint at issue?

21 MR. JONES: Your Honor., may I make one point before
22 we move on?

23 THE COURT: Oh sure, I'm sorry, I thought we were --
24 yeah, that's fine, when he's handing that up, you can --

25 MR. JONES: And I want to note -- I'm Roger Jones, on

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1 behalf of the Calsonic entities -- I just want to make one note
2 while it's fresh in the Court's mind, and this goes to
3 futility, but it was raised by the plaintiffs in their
4 explanation of the accounting system; what they just told the
5 Court is, that where there's a blank, that reflects the payment
6 outside the ordinary course of business, and where there's a
7 number, it's inside the ordinary course of business.

8 THE COURT: No, no, no -- nice try.

9 MS. HAFLEY: Nice try.

10 THE COURT: Nice try.

11 MR. JONES: It was worth a try.

12 THE COURT: All right. Okay, so I have the Ex-cell-o
13 Machine Tools?

14 MR. KOCHIS: Yes, Your Honor.

15 THE COURT: Okay.

16 MR. KOCHIS: And Your Honor, maybe before we lock into
17 that, very briefly, I know we're on the issue of antecedent
18 debt, but my futility argument that I raised, was premised upon
19 the fact that the Togut firm simply filed a joinder in the
20 Butzel omnibus response. And because the Butzel omnibus
21 response dealt with the Butzel complaint, which differs in form
22 and substance from the Togut complaint, my objections were
23 never addressed.

24 So I believe that's a unique futility argument to my
25 client, that they're simply unrebutted.

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1 THE COURT: Why don't we move on to the --

2 MR. KOCHIS: Sure.

3 THE COURT: -- merits of the argument.

4 MR. KOCHIS: Sure, Your Honor. Taking a look at the
5 complaint -- I'll just do antecedent debt at this time, I
6 imagine I'll have something on insolvency later -- but the
7 antecedent debt allegation is in paragraph number 25 of the
8 Togut proposed amended complaint, and if you take a look at it,
9 you'll immediately notice that it differs in form and substance
10 from the Butzel form of amended complaint, and it is simply a
11 recitation of the statutory element of antecedent debt; that
12 the transfers were made on account of antecedent debt.

13 THE COURT: But they say it's more fully described in
14 Exhibit 2?

15 MR. KOCHIS: Correct, you're correct.

16 THE COURT: And then they have a bill of lading
17 number?

18 MR. KOCHIS: Yes, that is correct. So from the get
19 go, my position on the allegation, is that that is not afforded
20 the presumption of truth, and then you're correct, we would
21 turn to the exhibit.

22 THE COURT: Right.

23 MR. KOCHIS: So looking at Exhibit number 2, all
24 that's on there is a bill of lading number, check date,
25 transfer date, ship date, paid amount. What I would submit,

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1 Your Honor -- and this was never made clear -- but my
2 assumption is that the conclusion is because you have a check
3 date that is after a ship date, that that is somehow evidence
4 of an antecedent debt. My argument is in fact, that doesn't
5 show anything; maybe it's evidence of a debt, that certainly is
6 not evidence that it's antecedent; it's very likely that when
7 these goods were actually delivered, it could have been cash on
8 delivery. There is no facts --

9 THE COURT: But it wasn't.

10 MR. KOCHIS: What?

11 THE COURT: It wasn't, they have a check.

12 MR. KOCHIS: They could have issued a check that day,
13 Your Honor. There is -- what my point is, there is nothing
14 that evidences the antecedence of these transactions. Just
15 because you have a bill of lading number and go through ship --
16 my understanding is that these goods were shipped to Mexico and
17 Germany. It could have taken two months for them to get there,
18 and it could have been cash on delivery when they were
19 delivered; I don't know, and there's no facts in the complaint
20 to tell me otherwise. And I don't think that that raises it
21 above the level the cross from possible to plausible on that
22 issue.

23 THE COURT: I don't understand; they ship it, and then
24 they pay for it later under an invoice.

25 MR. KOCHIS: It --

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1 THE COURT: It's textbook. I mean, you may be able to
2 show that there was COD, but it sure doesn't look like it.

3 MR. KOCHIS: And when you say it doesn't look like it,
4 are you referring to the check date, as compared to the ship
5 date?

6 THE COURT: Yeah.

7 MR. KOCHIS: But what I'm saying is simply because I
8 ship something, it could have been delivered at a later time
9 and at that time it was delivered, it then could have been
10 paid. There's no evidence set forth either in the allegation
11 or this exhibit that tells me that that debt that arose, was
12 antecedent debt.

13 THE COURT: Except for the fact that the dates
14 earlier -- that's enough for me.

15 MR. KOCHIS: Okay.

16 THE COURT: I mean, again, you can rebut that evidence
17 in a -- or the parties can develop that evidence -- but I think
18 there's enough here to show that it was before -- it was
19 shipped before.

20 MR. KOCHIS: But that doesn't necessarily mean the
21 debt was incurred then.

22 THE COURT: It doesn't necessarily, but it is
23 something. It's not -- as opposed to nothing, which is what
24 you have in the other cases, where there's DSSI and the like.

25 MR. KOCHIS: And I'm not trying to quibble, but I

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1 mean, an essential element of 547(b) is, that that debt was
2 antecedent. If you cannot satisfy that -- if you cannot
3 satisfy the antecedent element, you do not have a cognizable --

4 THE COURT: I understand, but again, the dates reflect
5 antecedence -- E-N-C-E. The ship date's before the check.
6 That's -- for pleading purposes that's enough for me.

7 MR. KOCHIS: Okay. Thank you, Your Honor.

8 MS. HAFLEY: Your Honor, I just have one last -- I
9 guess to renew the argument. While we believe -- even after
10 the blanks on the complaint -- that we have sufficiently pled
11 antecedent debt. If this Court did not believe so, we would
12 ask the Court -- we have not had a motion to a leave, yet;
13 these are just proposed motions for leave -- we would ask the
14 Court's indulgence to give us a very short period of time --

15 THE COURT: I'm going to cut you short on this because
16 I know people will want to respond to it. We've only covered
17 one of several issues that have been raised, and I want to
18 consider whether there should be leave to make a motion to
19 amend, in light of the entire record.

20 MS. HAFLEY: Okay. I was just going to provide the
21 Court a cite, but I'll do that at some other time; thank you,
22 Your Honor.

23 THE COURT: Yeah, that's fine. Okay, all right. So,
24 I think I've been clear that on its face, the forms of
25 complaint -- or the form complaint -- prepared by Butzel Long

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1 is -- does not, in my view, satisfy Twombly and Iqbal and
2 HydroGen and similar cases, where neither the body of the
3 complaint nor the schedule attached to it, shows an actual
4 recorded entry, ostensibly as set forth in the complaint of a
5 payable being entered on the debtors' system. And you need to
6 have that I believe, in light of the fact that the body of the
7 complaint itself really only refers to this payable system, and
8 obviously that means one looks to the schedule, and if you
9 don't see the entry, then I believe that you can't conclude
10 that there is in fact a payable based on the allegations in the
11 complaint.

12 As I said during oral argument, the fact that a
13 payment was made, and that's alleged in a different column,
14 could just as easily be a payment on account of COD or payment
15 in advance demand. And by forcing the defendant into discovery
16 on that issue, the plaintiff would be leapfrogging the
17 requirement to show more than simply a conclusory pleading of
18 the law as opposed to pleading of facts entitled to the
19 assumption or presumption of evidence for purposes of delay.

20 Most of these complaints, I think -- well, I think
21 with the exception of DSSI and -- you know what, I've lost the
22 last one, the one that was blank and the --

23 MS. HAFHEY: Magnesium Electronic --

24 THE COURT: Yes, thank you.

25 MS. HAFHEY: -- I think, Your Honor.

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1 THE COURT: -- list PO or invoice numbers and
2 letters -- although some of them have a blank entry or two,
3 sometimes for a lot of money, like Doshi has one for about
4 2,000,000 dollars, I think -- that's blank, and my ruling would
5 go for not only DSSI -- or wherever the column is missing or
6 empty -- but where there's specific transfers they're not
7 covered in the column.

8 Okay, so someone was going to cover then, the debtor,
9 as far as 547?

10 MR. KLEIN: Good afternoon, Your Honor, Sheldon Klein
11 of Butzel Long, on behalf of the plaintiff.

12 It probably doesn't need to be said again, but just to
13 give us a starting point, 547(b)(2) does require that the
14 payment is on account of an antecedent debt owed by the debtor;
15 I will be addressing the element of owed by the debtor. Now,
16 in all of these complaints, DAS brings the claim as the debtor
17 and the claims fall into two different groups; one, in which
18 DAS is identified both as the contracting entity and as the
19 transferor of the money, and other claims in which DAS is the
20 transferor but is only one of multiple contracting entities.
21 So DAS and an additional Delphi entity is identified as the
22 contracting entity; that is very much the minority of the
23 claims, most -- substantial majority of the claims, DAS is both
24 the transferor and the contracting entity, and on its face, I
25 don't know what else can be --

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1 THE COURT: I don't think there any objections where
2 the complaint asserts that DAS is both the transferor --
3 whoever is on the phone that does not have it on mute, please
4 put it on mute -- where DAS is the transferor and the
5 contracting entity with no other allegations of other
6 contracting entities; I don't think there are any objections on
7 that basis. I think they're all in the second category? Am I
8 right?

9 MR. KLEIN: Yes, okay, so I'll just add one footnote
10 to that, and otherwise not address that point; Methode -- and
11 it's possible that there may be another defendant, although I
12 don't believe so in terms of the remaining defendants --
13 Methode points out that the underlying purchase order refer --
14 although DAS is identified as both the contract entity and the
15 transferor -- the underlying purchase order identifies Delphi
16 Electronics and Safety as the buyer and so they say the
17 complaint is contradicted by the underlying record.

18 Delphi Electronics and Safety is not an entity, it's a
19 business unit in a minimum, there can be a factual issue
20 although frankly, I don't even see how there's a factual issue,
21 it's not subject to dispute that there is not an entity by that
22 name, so I would suggest that that falls into the category
23 about which there's no controversy.

24 Now, for the balance, there are a number of defendants
25 that argue that the debt paid by DAS was not owed by debtor

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1 because a contracting entity, the party that received the
2 goods, was someone other than DAS -- or the party that issued a
3 purchase order probably more precisely.

4 As to those defendants, the complaint alleges that DAS
5 assumed or otherwise became obligated for the payment, for the
6 obligation. Now, based on that allegation, we believe that we
7 have properly pled that DAS has standing here, that DAS has a
8 claim, but before moving on to specifically why that's so, I
9 just want to review a few facts regarding DAS and I think that
10 a number of them have been touched on by Ms. Haffey, so I will
11 be very quick about it.

12 DAS was the primary U.S. operating --

13 THE COURT: The notice is in the complaint, right?

14 MR. KLEIN: I believe it is, actually, although I --

15 THE COURT: Well, let me phrase it differently; you
16 should confine what you're describing to me as what's in the
17 complaint.

18 MR. KLEIN: Okay. The complaint does allege -- and I
19 would point the Court to paragraph 12, and I hope that's common
20 to all of the complaints, I didn't make a note of which
21 defendant I was referring to.

22 THE COURT: Right.

23 MR. KLEIN: Paragraph 12 explains DAS's role in taking
24 on the payment responsibilities as part of a centralized cast
25 management function for the Delphi entities overall, and that

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1 those bills were paid by DAS from its own funds. And I think
2 that's the gist -- the substance of that's in the complaint.

3 Now, we believe that that is sufficient; that DAS has
4 standing in that capacity for two reasons. First, even under
5 the most stringent definition in the case law of "owed by the
6 debtor," DAS was potentially subject to a claim if these
7 amounts had gone unpaid. If the defendant -- the supplier who
8 for -- in many cases, for years and years and years had been
9 performing under contracts in which it was paid by DAS had gone
10 unpaid, there was the potential for a claim and, as I'll get
11 into a little more in a minute, that is sufficient to satisfy
12 the owed by the debtor element of the statute. There is not a
13 single debtor, necessarily, that has standing to bring a claim.
14 There could be multiple entities that owe the debt within the
15 meaning of the bankruptcy statutes.

16 The second reason takes into account the equitable
17 nature of the Bankruptcy Court -- which again, I'll discuss in
18 a moment -- allows the Court to look at the substance rather
19 than the form of the transaction, including cases addressing
20 that specifically in the context of preference claims, to deal
21 with this sort of situation.

22 Now, starting with what I've described as the
23 stringent standard. In the Second Circuit -- and I'm referring
24 to the In re: Bennett Funding Group case, 220 B.R. 739. It's
25 Bankruptcy Appellate Panel from 1998. The Court explained --

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1 and I'm quoting now -- well, no, excuse me, I'm not quoting --
2 "owed by the debtor" when the transfer was made simply requires
3 that the Court determine that at the time of the transfer there
4 was a recognizable claim, in quotes, that was, one, against the
5 debtor rather than only against a third party and, two, that
6 was preexisting rather than one which arose simultaneously with
7 the transfer.

8 Element two we've pro -- we've obviously addressed
9 already so I will focus on element one. Both Bennett Funding
10 from the Second Circuit and the In re: Enron case 357 B.R. 32
11 (S.D.N.Y. 2006), endorse what they refer to as the common sense
12 approach, which was articulated by the Fourth Circuit in Smith
13 v. Creative Financial Management, 954 F. 2d 193 and that's a
14 Fourth Circuit case from 1992, that the payment is owed by the
15 debtor for preference purposes if the creditor would be able to
16 assert a claim against the estate absent the transfer. That's
17 from page 197 at that decision.

18 Now, Enron then refers back -- after citing to the
19 Smith case, Enron refers back to the definition of "claim" and
20 "debt" in the Bankruptcy Statute Section 101(5)(A) and (5)(B)
21 respectfully, and it explains that the two concepts are
22 reciprocal. "Debt" means liability on a claim and "claim" is
23 defined as a right to payment -- and I'll paraphrase -- whether
24 it's contingent, disputed or undisputed. So even if there is a
25 disputed possibility of a claim against DAS, it would be a

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1 claim and thus a debt of DAS for purposes of the bankruptcy's
2 laws. As the court in Enron says, claim and debt as synonymous
3 and that's quoting from the court.

4 Now, the question of whether there's a possible claim
5 is a matter of state law and, in fact, Enron, in footnote 12,
6 specifically says that. And so the question is -- again going
7 back to the hypothesis that I raised before, if DAS had stopped
8 paying -- if DAS had said we have other uses for the money or
9 for whatever reason we're going to stop paying the bills that
10 we've always paid for those entities in which a name other than
11 DAS is listed on the PO, is there a possibility that DAS could
12 have been liable? Even if there was a disputed claim, could
13 there have been a colorable -- a good faith claim asserted
14 against them? I suggest to you the answer is yes. The -- I
15 mean, certainly if DAS had come to me and said we'd like to do
16 this, can we? Can we be assured that we couldn't be subject to
17 a goof faith claim on this basis? I certainly would advise
18 them no.

19 THE COURT: Can you walk me through, again, the
20 language on the -- in the complaint that shows this?

21 MR. KLEIN: It --

22 THE COURT: I mean, in paragraph 12 -- I may be
23 looking at a different complaint than you're reading but it
24 simply says that DAS was the operating subsidiaries of Delphi
25 North America that performed, among other things, accounting

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1 and payment functions for the reorganized debtors.

2 MR. KLEIN: And then it goes on to say --

3 THE COURT: Which one are you reading from just so I
4 could --

5 MR. KLEIN: I'm -- I just picked up --

6 UNIDENTIFIED SPEAKER: It's Microchip.

7 MR. KLEIN: -- it's Microchip 054481 but before we do
8 that -- yes, this would be an exemplar of what I'm talking
9 about. And give me a moment and I'll point you to the text.

10 THE COURT: let me just find that.

11 MR. KLEIN: I apologize; I picked up one that I hadn't
12 highlighted for this purpose so --

13 THE COURT: Well --

14 MR. KLEIN: Okay. On paragraph 14.

15 THE COURT: -- I'm still turning to Microchip. I hope
16 that's -- we're doing Microchip?

17 MR. KLEIN: Yes.

18 THE COURT: Okay.

19 MR. KLEIN: This is Microchip.

20 THE COURT: All right.

21 MR. KLEIN: But I believe it is consistently repeated
22 in each of the class of claims that we're talking -- claims --

23 THE COURT: Okay. So, plaintiff was the operating
24 subsidiary of Delphi of North America --

25 MR. KLEIN: No, paragraph 14.

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1 THE COURT: 14. Okay.

2 MR. KLEIN: And it's the --

3 THE COURT: And then it says "and plaintiff assumed or
4 otherwise became obligated for Delphi affiliates obligations
5 there under."

6 MR. KLEIN: Yes. That is the language that I was
7 referring to.

8 THE COURT: All right. But -- there's nothing -- I
9 mean -- I guess -- so it's really at paragraph 12 and paragraph
10 14?

11 MR. KLEIN: it is 12 --

12 THE COURT: I'm sorry; paragraph 13 and 14 here.

13 MR. KLEIN: Yes. In this complaint, it would be
14 paragraph 13 and 14 that describe the function of DAS and the
15 nature of their obligation. I would agree with that.

16 THE COURT: Why isn't the paragraph 14 statement that
17 DAS assumed or otherwise became obligated, really just
18 repeating claim against the debt -- of the debtor. I mean, is
19 it -- it seems conclusory to me.

20 MR. KLEIN: Well, I --

21 THE COURT: What is that based on?

22 MR. KLEIN: The -- well, what it is based on is the
23 potential that they would be subject to a claim and that's, of
24 course, a legal issue, not a factual issue.

25 THE COURT: No, but that -- so why is -- again, that

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1 goes back to Twombly. If it's a legal conclusion, what are the
2 facts behind it to support it?

3 MR. KLEIN: Well, the facts behind it to support it is
4 the repeated course of performance in which DAS paid -- is the
5 one that paid these suppliers. That DAS is the one that the
6 suppliers looked to and give -- and for example, and --

7 THE COURT: Well, just -- no, no. But again, just the
8 complainant says that DAS performed accounting and payment
9 functions for the reorganized debtors.

10 MR. KLEIN: I mean, it doesn't specifically use the
11 word repeated and -- over an extended period of time, I would
12 agree with that.

13 THE COURT: Or was there only --

14 MR. KLEIN: I don't think that makes it a legal
15 conclusion but --

16 THE COURT: I mean -- you could have -- I mean DAS was
17 also, I guess, an operating company, right?

18 MR. KLEIN: Yes, it was. That's why --

19 THE COURT: But you could have an in-house bank that
20 cuts the checks and does the accounting. I don't see hwy that
21 would lead to a plausible inference that they were actually
22 liable to the people who got the checks. It didn't say that
23 the checks were paid in DAS' name, for example. If it pled
24 that the checks were issued by DAS, I would understand that, I
25 guess.

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1 MR. KLEIN: Oh, I believe that it does or at least
2 that's certainly a fair in -- a, it's the fact and, b, if you
3 look at Exhibit 1, it identifies for all of these, it
4 identifies DAS as the transferring entity. I mean, I certainly
5 think it's a fair inference of transferring entity to be that
6 it paid the bills. So, I don't think --

7 THE COURT: Okay.

8 MR. KLEIN: -- that that part is omitted. But I agree
9 with you that the question remains and, you know, that's what I
10 was going to move on to. Is whether there is a colorable,
11 good-faith claim that might have been asserted against DAS had
12 it stopped doing its job, stopped paying these bills. And it
13 so happens that Delphi standard terms and conditions, as is
14 usually the case in the automobile industry calls for the
15 application of Michigan law so I'm going to discuss the
16 potential liability under Michigan law and I would refer the
17 Court to a Michigan case called Keyes, K-E-Y-E-S, v. Scharer,
18 S-C-H-A-R-E-R. And that's 165 N.W. 2d 498 (1968).

19 And it involves -- it addresses the question of when a
20 party that has delegated responsibility -- what -- the
21 circumstances under which a party that is delegated
22 responsibilities under contract could be liable to the other
23 contracting party for the performance or nonperformance of its
24 delegated responsibilities. And under Keyes, first the court
25 held that it was a question of fact as to the nature of

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1 under -- it's a question of fact under the circumstances as to
2 the nature of the delegees responsibilities and, second, it
3 goes on to emphasize -- -and I'm quoting now -- "that it" --
4 and it referring to being liable to the other contracting
5 party -- "make sense for commercial transactions involving
6 assignments particularly when it is the regular business of the
7 assignee to render the incomplete performance.

8 THE COURT: Has Delphi -- or more particularly, DAS --
9 ever taken the position contrary to this view and prevailed in
10 this case?

11 MR. KLEIN: I'm not aware that the issue came up. But
12 again, the question --

13 THE COURT: I mean, in the Chapter 11 case.

14 MR. KLEIN: I --

15 THE COURT: There have been about 13,000 objections to
16 claims in this case and we're down to about -- what? To about
17 a hundred now? So, I don't know what -- you know, I don't
18 really recall that issue but -- anyway --

19 MR. KLEIN: One, I don't know but DAS needn't be the
20 exclusive obligor. The fact that DAS is obli --

21 THE COURT: No, no, I understand that. The question I
22 was -- if it is an obligor, then you win; there's no issue
23 there. I just -- this is a -- the reason I'm asking is it's an
24 argument that would never be made in a different context.

25 MR. KLEIN: Well, no, I don't think it's -- in our --

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1 well, I suppose it depends on what you mean.

2 THE COURT: If DAS is -- if someone filed a proof of
3 claim against DAS and the contract party was Delphi
4 Mechatronics, DAS well may have objected to the proof of claim;
5 I don't know.

6 MR. KLEIN: Well -- and I don't know either, Your
7 Honor. But the question isn't whether it is disputable. The
8 fact that DAS might have disputed it doesn't mean that they
9 weren't subject to a claim and there's noth --

10 THE COURT: If they disputed it and won I think it mean
11 it.

12 MR. KLEIN: I'm sorry; I had a hard time hearing, Your
13 Honor.

14 THE COURT: If they disputed it and won, then I think
15 there might be judicial estoppel here.

16 MR. KLEIN: I don't think so, Your Honor, and this is
17 why.

18 THE COURT: Because you're looking at the date of the
19 petition?

20 MR. KLEIN: No, because I'm looking --

21 THE COURT: Or the transfer, I mean.

22 MR. KLEIN: No, I'm -- the question focuses on the
23 date in which the payment is made.

24 THE COURT: Right. The date of transfer.

25 MR. KLEIN: And it's a pre-petition date. And the

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1 question -- the question isn't do we admit that we're liable.
2 The -- if you're protecting yourself from the risk of a claim
3 and a claim includes a disputed claim, then it is -- you are a
4 debtor for purposes of the preference statute.

5 THE COURT: Okay.

6 MR. KLEIN: There's a number of cases addressing this
7 in the context of disputed claims or in the context of
8 contingent claims. So it's -- the ultimate question isn't
9 whether DAS would have won or lost the lawsuit by a supplier
10 who had been unpaid and turned to DAS, assuming, for example,
11 hypothetically, that the party that issued the purchase order
12 entered into bankruptcy but DAS hadn't. I think it's entirely
13 foreseeable that DAS could be subject to a claim, however
14 disputable, and if that's the case, it makes them a debtor for
15 purposes of the bankruptcy statute, of the preference statute.
16 And again, this goes back to the Enron case and the Bennett
17 Funding case.

18 Now, you know, I just quoted the Michigan case which
19 makes the point that there's a particular likelihood of
20 liability of it's part of the regular business to render the
21 performance; here to pay the bills. Obviously, that is the
22 case With DAS with respect to these contracts. So I do think
23 that, under Michigan law, there would be a colorable risk of
24 liability and that's all that's required.

25 The second thing that I would point this Court to is

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1 this Court's decision in Randall Island Family Golf Centers
2 Inc. 290 B.R. 55 from this Court in 2003. It involved claims
3 brought by the parent; it's quite similar to this. It involved
4 claims brought by the parent's transferor who operated a
5 centralized cash management function. Same as here. And paid
6 bills on behalf of its subsidiaries. The Court rejected the
7 defendants' argument that it wasn't the parent's debt because
8 the goods were ordered and shipped to subsidiaries. And the
9 Court says, quote, "the complaint implicitly invoked an agency
10 type theory and asserted the preference claim on behalf of the
11 debtors."

12 Now in that case, unlike -- you know -- I know this
13 Court has already ruled and certainly I'm not revisiting that,
14 the Court has already ruled that asserting a claim generically
15 on behalf of the debtors isn't sufficient but the Court does
16 recognize that the operator of a cash management system on
17 behalf of its subsidiaries -- it think the gist of the opinion
18 is that it can give rise to an agency type of relationship
19 sufficient to support its status as a debtor under the statute.

20 Now, the second thing that I want to turn to is the
21 equitable nature of this Court's jurisdiction and how it comes
22 into play on this issue. In Katz v. First National Bank of
23 Glen Head from the Second Circuit 1978, 568 F.2d 964, page 970,
24 the court stated that a Bankruptcy Court, as a court of equity,
25 must look through form to substance and treat the transaction

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1 according to its real nature. The court in Missouri and the
2 case of -- matter of Isbell, I-S-B-E-L-L, 24 B.R. 234 (W.D.Mo.
3 1982), quoted Katz and then used -- relied on Katz in part, in
4 fact, looked beyond the formal nature of the transaction to
5 uphold the preference claim.

6 In Isbell, the situation was that the Isbell
7 bankruptcy involved individual -- a corporation and its owners
8 as individuals in bankruptcy. Shortly before the bankruptcy,
9 the owners personally borrowed money, passed the money on to
10 the corporation which then repaid the bank. I'm -- it's -- the
11 corporation had a preexisting loan application. Defendants
12 argued that the defendants -- that the debtor and creditor
13 didn't line up under 547 because it's the individuals pay money
14 and the corporation whose debt is satisfied as a result of the
15 money. And the court said, against relying on Katz -- first to
16 quote Katz, I won't repeat the quotation and said the parties
17 to a transaction cannot, by using the individual debtors to
18 make a payment on behalf of the corporate debtor, prevent
19 through technicality and a thin disguise the performance that's
20 being reckoned as such.

21 Now this, obviously, is factually distinguishable.
22 There's no suggestion that any one on the debtors' side was
23 trying to manipulate anything here by having DAS pay the bills
24 for other entities but, again, the Court, as a court of equity,
25 does have the ability to avoid a situation where, although

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1 there are payments which by every other characteristic, by
2 every other element, are preferences which allow the debtors --
3 excuse me, allow the creditors to be in a preferred position
4 versus the other unsecured creditors by the factual detail, the
5 technicality of DAS performing the payment function to avoid
6 its obligations under the preference statute. And it's far
7 better characterized, I believe, as a preference than as a
8 fraudulent conveyance or any other theory in which,
9 hypothetically, that that payment, which did injure the other
10 creditors, could be recovered.

11 The only thing that stands between it and its true
12 characterization as a preference is the detail that, as with
13 many, many large companies and small companies -- Randall's
14 Golf Shops isn't a huge company -- uses centralized cash
15 management function.

16 THE COURT: Okay.

17 MR. KLEIN: Just briefly, I want to discuss the
18 Kimball Hill case which was just cited in early June out of the
19 Northern District of Illinois and which a number of defendants
20 cited in their surreply briefs just filed within the last few
21 days. Kimball Hill involved a situation in which the plaintiff
22 in the preference action issued purchase orders but yet no
23 other role in the transaction. They didn't receive
24 performance, they didn't make the payment. And so in a
25 sense -- the company that brought the -- the company that

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1 brought -- the entity that brought the claim was similarly
2 situation, in a number of respects, to the entities which
3 plaintiffs here say --

4 THE COURT: I understand.

5 MR. KLEIN: Let me re --

6 THE COURT: You're basically saying it's the reverse
7 of our situation.

8 MR. KLEIN: It's the re -- yes, thank you. That
9 sentence was wandering off into nowhere; I apologize. So it is
10 the reverse and the court found that in that circumstances, the
11 fact that the plaintiff issued a purchase order didn't make it
12 the debtor, where that was its only connection to the
13 transaction. And so although plaintiffs think that Kimball
14 Hill is helpful to them, I think it's anything but helpful. It
15 reflects the fact that this is more than a formulaic line
16 drawing exercise. You look to the substance of what is going
17 on and if the --

18 THE COURT: Although you'd think that the issuance of
19 a purchase order would at least give rise to a disputed claim,
20 right?

21 MR. KLEIN: Well, I guess I could only say that that
22 issue wasn't raise in the case.

23 THE COURT: Okay.

24 MR. KLEIN: I take the point. The only other thing
25 that I would add on Kimball Hill and I know that the Court

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1 doesn't want to address it in this point, but in Kimball Hill
2 leave to amend was granted to correct the parties.

3 THE COURT: Right. Okay.

4 MS. HAFLEY: If I could just briefly, Your Honor. You
5 asked Mr. Klein a question and I have talked with my client and
6 DAS never did object on the basis that Mr. Klein was raising
7 today.

8 THE COURT: Okay. All right. You ready -- are you
9 passing out from hunger or are you going to --

10 MR. BOWLES: That would be Court's choice. If the
11 Court --

12 THE COURT: No, really, I'm serious. If people want
13 to take a break now or you want to finish your argument first.
14 I'm -- it depends on how faint people are.

15 MS. HAFLEY: I would just as soon finish this.

16 MR. BOWLES: We'll --

17 MS. HAFLEY: Let's finish.

18 MR. BOWLES: We'll this one --

19 THE COURT: Okay.

20 MR. BOWLES: -- it that would be within the Court and
21 I'm -- And I'm, once again, on behalf of the -- before we
22 started this federal stuff, before we got the DSSI ruling, but
23 there are certain things. First of all, Your Honor, as a
24 general overview, the presentation was nice but, as Your Honor
25 noted, it's not in the proposed amended complaint. You know,

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1 the details, the facts, the inferences; none of that exists.

2 It just simply says, like Your Honor said, in a particular
3 paragraph there's about number different where they have gee,
4 we weren't operating and we paid for it. Now, the bigger
5 problem is, Your Honor, actually going back to your December
6 17th order, in some respects of why who is the plaintiff --

7 THE COURT: You mean the September order.

8 MR. BOWLES: The June -- July 22nd dismissal order.

9 THE COURT: Right.

10 MR. BOWLES: In there, you said that they had to list
11 transferor/transferees and any known immediate transferees.
12 And this is where, as Your Honor has said, where you have a
13 number of people who contracted the -- DAS might, in fact, be
14 somebody who should have been sued by another set of debtors.
15 Because it was the initial transferee. In other words, DAS is
16 acting as -- you know, I pay you because you have a contract
17 with me to pay somebody else. That's either a conduit or is it
18 best of the initial transferee and their subsequent
19 transferees. And I won't bore the Court because you know if
20 you're a subsequent, nonimmediate transferee, you have a lot
21 more rights and defenses than you would have if you are an
22 immediate and initial transferee.

23 Further, Your Honor, you still have the problem of --

24 THE COURT: Well, I actually any known subsequent
25 transferee against whom relief is sought.

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1 MR. BOWLES: Right.

2 THE COURT: So --

3 MR. BOWLES: But it still -- but remember, Your Honor,
4 they didn't designate in any of these that the defendants were
5 subsequent transferees and they probably were and they probably
6 had to. Because if they're seeking relief against the
7 defendant and it turns out they are a subsequent transferee
8 that they did not comply with the order and properly allege
9 that.

10 Further, Your Honor, in the multiple identified
11 contract case, there's still the problem that we still don't
12 know who the technical plaintiff is. When we started out this
13 on antecedent debt, the debtors said that there were two
14 elements. There are actually three. The third element is owed
15 to a debtor. In other words, you actually can't have, you
16 know, some agency theory that they talk about; oh, there's an
17 agency theory. Your Honor basically said you can't name all
18 the debtors under some agency theory.

19 And further, Your Honor -- and just preaching to the
20 choir -- this case was never substantively consolidated. It
21 was substantively consolidated for certain voting purposes but
22 never consolidated for any other purpose including the one we
23 have here. So if they're going to sue, they have to have the
24 right party to whom the debt was owed, who made the payment.
25 Like they said, they could have sold subsequent transferees.

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1 They could have sold for DAS being a fraudulent conveyance for
2 that matter. But, if you remember, they also waived all their
3 constructive fraudulent conveyances. They only reserved a few
4 and none of these are the ones here.

5 So, basically, Your Honor, as an initial overview,
6 what it basically has is we don't have a proper identification
7 still, in these cases where they have multiple ones, to satisfy
8 Iqbal and Twombly, of who the proper plaintiff is, who the
9 proper plaintiff should have been and you don't have immediate
10 transferee identification because, I don't believe -- I haven't
11 read every one of them but at least the of the ones I've seen,
12 it's about thirty, I have not seen anyone say oh, and by the
13 way, the defendant is a nonimmediate transferee under 549 and
14 550.

15 THE COURT: Can I parse these through -- I understand
16 your subsequent transferee point. I don't understand the
17 multiple plaintiff point.

18 MR. BOWLES: Well, the multiple plaintiff point comes
19 down -- not multiple plaintiff point but the multiple people --
20 in other words, in several of these, not mine, DSSI, so I have
21 to --

22 THE COURT: Right.

23 MR. BOWLES: If somebody has one that you might want
24 to argue instead of this but I can -- basically, where they
25 have the ones of -- well, actually, DSSI, although we've gotten

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1 another issue that's been resolved -- they did, in fact, say
2 another entity and -- I think it was actually Delphi. It
3 contracted with the parties and --

4 THE COURT: But the plaintiff here is DAS?

5 MR. BOWLES: Correct.

6 THE COURT: Right? There's no -- they're not multiple
7 plaintiffs anymore.

8 MR. BOWLES: No. But the truth is --

9 THE COURT: That's why I was -- that's the only point
10 I was --

11 MR. BOWLES: Oh, no, no, no. What I mean is -- by
12 multiple plaintiffs, what I mean is they have listed one party
13 as a plaintiff but they have not alleged that -- where they had
14 said, in their exhibits, that there are two parties that
15 contract with the people. That there are a lot -- there are a
16 lot of people and there are a lot of individual debtors that
17 have their own individual claims on this. So there are other
18 debtors here not all part of DAS. My only point is, in cases
19 where they say various debtors contracted with the defendants,
20 they've not shown anything that shows that, gee, DAS is in fact
21 the party as opposed to the other debtor. They have not made
22 any allegations --

23 THE COURT: Well, they're contention is that let's get
24 over for the moment the fact that it's pretty bare bones,
25 assumed or otherwise became obligated by, but they supplement

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1 that by saying that they actually made the payment and it made
2 it in its own name not in the name of the contracting party.

3 That --

4 MR. BOWLES: But wouldn't --

5 THE COURT: The 547(B)(2) when it says for or on
6 account of an antecedent debt owed by the debtor, that as far
7 as owed by the debtor is concerned, you just need to show that
8 it completely would arise to the level of a disputed claim.

9 MR. BOWLES: And I don't think that what they're
10 arguing there would be -- if you take the Enron case. Probably
11 it's the most one. Enron had various entities that paid for
12 other entities. As people note, they were both what I would
13 call the alternative ones. 547, preference complaint and
14 constructive fraudulent conveyance claim. Here, it's
15 undisputed the debtors waived all their constructive fraudulent
16 conveyance claims years and years ago in documents that long
17 before, thank God, I got involved in this case. But
18 unfortunately while you were here. That would be sadly more in
19 a fraudulent conveyance case as opposed to a preference case.
20 In other words, the Enron --

21 THE COURT: So you're distinguishing Enron on the
22 basis that the court basically said it's either one or the
23 other and this -- and that's pleading for at least one.

24 MR. BOWLES: Right.

25 THE COURT: Okay.

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1 MR. BOWLES: In many respects there are other more
2 specific ones --

3 THE COURT: What -- what --

4 MR. BOWLES: -- but that's who I have for the general
5 group argument.

6 THE COURT: What about Bennett Funding?

7 MR. BOWLES: Bennett Funding, I'm not as familiar with
8 that one but Bennett funding, once again, is well before
9 Twombly and Iqbal which is its biggest problem. I believe it
10 was a 2003 decision.

11 THE COURT: I think before that.

12 MR. BOWLES: Okay. But I mean, when you start going
13 to what is sufficient pre-Twombly and Iqbal, I think, as Your
14 Honor has noted, there was a seat change with Twombly and Iqbal
15 including under preferences. So whether those were allegations
16 sufficient prior to Twombly and Iqbal, I do not -- or with
17 its --

18 THE COURT: Well, do you have any -- other than
19 Kimball, which I guess we'll get to; do you have any cases that
20 basically say the phrase debt owed by the debtor requires it to
21 be an actual, fixed, liquidated debt as opposed to a disputed
22 claim?

23 MR. BOWLES: Not in my pleadings, Your Honor, and not
24 anything I prepared, I'll leave the other people to that but I
25 do not have anything that I cited.

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1 THE COURT: Okay. I mean, I think, maybe this is more
2 of a question for your adversary here but it's a two-part --
3 it's a two-part standard it's kind of a debt and debt is
4 liability of a claim which includes contingent unliquidated
5 claims. And then it says, owed by the debtor, one could argue
6 that Congress is being more specific then and said actually
7 owed by the debtor. But I don't -- I'm not aware of any cases
8 that say that.

9 MR. BOWLES: There's no other defendants --

10 THE COURT: Well, you were going to say something
11 about DSSI specifically.

12 MR. BOWLES: Oh, no, no. I said I had nothing more.

13 THE COURT: Oh, you have nothing more. Sorry. Okay.

14 MR. BOWLES: You can go to my colleague if I'm winning
15 the issue.

16 THE COURT: All right. Well, I'm not sure you're
17 winning on this one.

18 MR. KULBACK: Your Honor just briefly, Jerry Kulback
19 on behalf of Magnesium electron.

20 Your Honor raised a question to debtors' counsel as to
21 whether any objections to claims were filed. In fact, my
22 client filed a proof of claim against Delphi Corporation et al.
23 It was an objection, a ninth objection, it was filed on the
24 basis that it was against ASAC and it was allowed by Your
25 Honor, pursuant to a stipulation that was entered against ASAC.

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1 The debtor took the position, in this bankruptcy court
2 before Your Honor, in the ninth objection that the claim was
3 against ASAC, no other debtor. There's a schedule that's
4 attached to the omnibus objection that listed all the debtors
5 and it had a little number.

6 THE COURT: Including DAS?

7 MR. KULBACK: DAS is on that schedule and they did not
8 assert that this was a claim, disputed or otherwise --

9 THE COURT: I'm sorry; the schedule was to your proof
10 of claim that asserted it was against DAS?

11 MR. KULBACK: No, my proof of claim was against Delphi
12 Corporation, et al., which would include everyone. They
13 decided to limit it to ASAC. In fact, Your Honor, paragraph 14
14 of the Magnesium Electron complaint says that ASAC contracted
15 with Magnesium.

16 THE COURT: Right.

17 MR. KULBACK: It does not say anybody else contracted.
18 It specifically identifies ASAC as the contracting party in
19 that. And then in conclusory fashion it says DAS became
20 obligated or assumed those obligations, but that's not the
21 position that they took in connection with the claims
22 objection. That was resolved, I believe, by stipulation at
23 docket number 4414.

24 THE COURT: Okay.

25 MR. KULBACK: I'm sorry; that's the wrong docket

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1 number but --

2 THE COURT: That's okay.

3 MR. KLUBACK: -- but it was revised by stipulation
4 before Your Honor.

5 THE COURT: But counsel's point is that, when I was
6 raising the issue of judicial estoppel, I said well even if
7 that had been the case it doesn't really apply to 547(b)(2)
8 because it refers to debt owed by the debtor before such
9 transfer was made, so you look to the prepetition period.

10 MR. KULBACK: Well, we are looking at the pre-petition
11 period.

12 THE COURT: I understand.

13 MR. KLUBACK: And it --

14 THE COURT: And the debtors prevailed on -- the
15 debtors prevailed on a position that says that --

16 MR. KULBACK: And they prevailed on that position,
17 Your Honor, at the time that it hid the fact that they filed
18 all these complaints against all the debtors -- against all the
19 defendants. They're flip-flopping their position where it
20 suits them.

21 THE COURT: All right. Okay.

22 MR. KULBACK: And as Your Honor noted, if it were in a
23 different context they would be taking a different position.

24 If in fact --

25 THE COURT: Well, I don't know. I mean, the

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1 representation to me was that they didn't. They didn't take a
2 different position.

3 MR. KULBACK: Here, Your Honor, we pushed the issue
4 that it was a claim against DAS or any other debtor, for that
5 matter, other than ASAC, the contracting party --

6 THE COURT: Was it paid? It wasn't paid, I guess,
7 right?

8 MR. KULBACK: The claim?

9 THE COURT: Yeah.

10 MR. KULBACK: Well, that raises another issue, Your
11 Honor, because a lot of claims were assigned in this case.

12 THE COURT: No, but was it --

13 MR. KULBACK: My client sold its claim.

14 THE COURT: I'm not sure it's a contested matter. I
15 mean, if in fact it was a settlement where your client got paid
16 in full, then Delphi didn't really win because they paid you
17 off.

18 MR. KULBACK: Well, it was a stipulation that allowed
19 the claim.

20 THE COURT: No, I understand. But if it -- and is
21 that all it did?

22 MR. KULBACK: That's all it did, is allowed the claim
23 as against the ASAC estate only.

24 THE COURT: Right. It didn't provide for any form of
25 payment or anything like that?

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1 MR. KULBACK: No form of payment or anything else. My
2 client subsequently assigned their claim, which goes to the
3 prejudice issue that we'll deal with later.

4 THE COURT: And did it object?

5 MR. KULBACK: The debtor had filed an objection.

6 THE COURT: They filed an objection on the basis that
7 it was really owed --

8 MR. KULBACK: Yeah, the ninth omnibus objection.

9 THE COURT: -- it was really owed by ASAC.

10 MR. KULBACK: They reduced the claim and changed the
11 debtor party.

12 THE COURT: All right.

13 MR. KULBACK: It's noted as a substantive objection
14 that they filed, the ninth objection was a substantive
15 objection both as to the debtor and the amount of the claim.

16 THE COURT: Okay.

17 MR. KULBACK: And it was resolved by stipulation as
18 against ASAC only because that was the contracting party.

19 THE COURT: Okay.

20 MR. KULBACK: Thank you, Your Honor.

21 THE COURT: Okay. All right. Anything more on this
22 point? You're just getting closer and not ultimately to the
23 microphone.

24 MR. KLEIN: Not to the microphone, Your Honor.

25 THE COURT: All right.

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1 MR. KLEIN: May I address the court very briefly, Your
2 Honor?

3 THE COURT: Very briefly. Yeah.

4 MR. KLEIN: One, I think Your Honor understands this;
5 I think the claim is not the least bit inconsistent with the
6 position that --

7 THE COURT: No, it's not objecting but if you actually
8 win then it is judicial estoppel, I think, unless I buy your
9 argument that it's -- I look only at the pre-petition period.

10 MR. KLEIN: I think you should buy that argument, Your
11 Honor.

12 THE COURT: Okay.

13 MR. KLEIN: But I actually don't think that it's that
14 simple. Someone needs to make a decision whether to cut a
15 check. If in making that decision they run a risk of being
16 subject to a claim if they don't cut the check, that's all
17 that's required. The fact that they disagree that in fact they
18 should be liable on the claim is irrelevant. That is the
19 essence of the point that I'm making and thus there really is
20 no inconsistency regardless of whether they objected and
21 regardless of how that objection was resolved.

22 THE COURT: What is your response on the subsequent
23 transferee point?

24 MR. KLEIN: Frankly it strikes me as an example of
25 expecting us to rebut in our pleading every speculative

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1 possibility as to how our allegations might turn out to be
2 untrue. We plead --

3 THE COURT: I'm sorry to interrupt you. I had a
4 different reaction to it, which is that at least I think this
5 is the case in all of these; you do identify the other Delphi
6 party.

7 MR. KLEIN: Uh-huh.

8 THE COURT: So you do put the defendant on notice that
9 they might have a subsequent transferee argument. So I'm not
10 sure there's a real -- I mean, as far as complying with the
11 September 7th order, which says to identify subsequent
12 transferees that you're going to hold liable, your obviously
13 identifying who you're going to be able to hold liable. You
14 don't say specifically they're are subsequent transferee but
15 you do give them the ability to argue that they're a subsequent
16 transferee by identifying the other Delphi parties for whose
17 benefit the transfer may have been made.

18 MR. KLEIN: And we didn't identify them as subsequent
19 transferees because we don't think they're a subsequent
20 transferee.

21 THE COURT: But they're in there.

22 MR. KLEIN: Yes, we identify the various parties that
23 are part of this transaction. We don't think that identifying
24 them makes them a subsequent transferee. So certainly I agree
25 that -- with your fundamental point.

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1 Just two other quick comments. One, there was a
2 discussion of Bennett (ph.) Funding being pre-Twombly. Bennett
3 Funding, A, it was following Enron but more fundamentally
4 Bennett Funding is about the definition of a debt in claim, it
5 has nothing to do with Twombly or Iqbal or Connelly vs. Gibson
6 or anything else, or at least not for the purposes that I'm
7 discussing.

8 The only other point is, there was a mention of
9 substantive consolidation and indeed the substantive
10 consolidation was for limited purposes only and that's why I
11 didn't argue that as a formal matter, as a result of
12 substantive consolidation DAS could bring the claim. But
13 there's a practical element of this as well, which is the money
14 is going into a single pot. Creditors are unaffected, debtors
15 are -- the defendants aren't required to pay any more or any
16 less than if the claim had been brought by another party. And
17 again going back to form over substance, the substantive
18 consolidation does matter at, I think, a common sense level.

19 THE COURT: But I guess the issue I have there is 547
20 uses the word debtor in more places than just (b)(2). So if
21 you're saying the debtor -- it doesn't really matter because
22 it's all going to the same place but it's -- you know, you have
23 to show the debtor was insolvent. It has to be owed by the
24 debtor.

25 I mean, I think there are proof issues for the trial

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1 too. I can't -- I can't see just basically saying well it's
2 really all one debtor when it isn't. But --

3 MR. KLEIN: It's a fair point that it matters --

4 THE COURT: -- I mean, I think your main argument is
5 simply that it doesn't have to be a fixed liquidated claim, it
6 can be a contingent disputed claim.

7 MR. KLEIN: Your point's a fair point, I won't dispute
8 it.

9 THE COURT: All right.

10 MR. KLEIN: Thank you, Your Honor.

11 THE COURT: All right. Well, I'm going to break for
12 lunch for about forty-five -- why don't we come back at 3,
13 it'll take a while for everyone to get out. I thought you were
14 done.

15 MR. METH: I was, Your Honor, and this is procedural.

16 THE COURT: All right.

17 MR. METH: It is my understanding -- Richard Meth, Fox
18 Rothschild LLP, local counsel for DSSI.

19 It was our understanding, based on the comments made
20 by the Court after the review of the exhibits, that based upon
21 the total lack of any descriptives with regard to the DSSI
22 complaint that the motion to amend as to DSSI could not be
23 sustained. If in fact our interpretation of the Court's
24 comments is correct, then we would ask that, if possible, the
25 Court could, in fact, deny the motion solely as to DSSI at this

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1 point and we could be excused.

2 If the Court has not yet ruled, obviously, that is our
3 wish.

4 THE COURT: No, I'm happy to do that although there's
5 the remaining -- I don't know if you asked for this, everyone
6 else did, that the debtors be precluded from filing a motion
7 for leave to amend and I don't really want to rule on that yet.

8 MR. METH: Then we will remain.

9 THE COURT: But -- but you're right about the first
10 part.

11 MR. METH: Thank you, Your Honor. I appreciate the
12 clarification. Thank you.

13 THE COURT: All right. Thank you. I don't think this
14 courtroom is locked normally so I wouldn't leave anything
15 valuable in here but you can leave your papers here.

16 (Recess from 2:01 p.m. until 3:00 p.m.)

17 THE CLERK: All rise.

18 THE COURT: Please be seated. Okay. We're back on
19 the record in In re DPH Holdings, the Delphi complaints and
20 DAS's motion to amend.

21 When we left off I think we concluded arguments on
22 that portion of the Rule 15(a) motion that raised issues under
23 Rule 8 concerning the necessary allegation of 547(b)(2) that
24 the transfer being made for or on account an antecedent debt
25 owed by the debtor. The various objectors have argued that in

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1 the instances where the complaints make it clear that the
2 contractual relationship under which the debt was incurred, was
3 with a debtor that is not a purported plaintiff, DAS, that on
4 their face the complaints don't comply with 547(b)(2) and that
5 the proposed amended complaint therefore shouldn't be permitted
6 to be filed as the amended complaint, because it wouldn't
7 survive a Rule 8 challenge.

8 The debtors contend to the contrary, that the
9 complaints in those circumstances allege enough to satisfy
10 547(b)(2) for purposes of the pleading standards set forth in
11 the Bell Atlantic Corp. vs. Twombly case, 550 U.S. 544 (2007)
12 and Ashcroft vs. Iqbal, 129 S.Ct. 1947 -- I'm sorry, 1937
13 (2009).

14 The portions of the complaint that are relevant here
15 are those -- are really threefold. First the complaint's
16 assertion that the plaintiff made the payment at issue, that is
17 that DAS made the payment at issue which is set forth in the
18 complaint itself, as well as in the attachments to the
19 complaints, the schedules. Secondly, there's an assertion that
20 DAS was the operating subsidiary of Delphi in North America
21 that performed, among other things, accounting and payment
22 functions for the reorganized debtors in connection with their
23 manufacture of various automotive parts, components, modules
24 and assemblies or in connection with paying for services. And
25 lastly, that -- I'm looking for a sample complaint here.

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1 MS. HAFHEY: Would you like me to provide you with
2 one?

3 THE COURT: Yeah, just one that specifically covers
4 this issue because not all of the complaints that I have raise
5 the multiple transfer issue. Okay.

6 And then lastly that plaintiff assumed, or otherwise
7 became obligated for, Delphi subs, that those are the
8 identified Delphi entities that had the direct contractual
9 relationships, payment obligations. And in some instances
10 there's an additional allegation that that assumption was part
11 of an agreement, not with the defendant but with the Delphi,
12 the non-plaintiff Delphi affiliates that did have a contractual
13 relationship with the defendant.

14 As I've noted a couple of times in today's hearing
15 already, ultimately in Iqbal the Supreme Court stated, "In
16 determining whether a claim should survive a motion to dismiss,
17 a court must first identify each element of the cause of
18 action," Iqbal, 129 S.Ct. at 1947. Next, "The Court must
19 identify the allegations that are not entitled to, 'the
20 assumption of truth' because they are legal conclusions not
21 factual allegations," ID at 1951.

22 Finally, "The Court must assess the factual
23 allegations in the context of the elements of the claim to
24 determine whether they are" -- I'm sorry -- "to determine
25 whether they 'plausibly suggest' an entitlement to relief," ID

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1 at 1951.

2 And that latter analysis should be done in a common
3 sense matter in light of the context specifically of the
4 particular complaint, see *In re Hydrogen* 431 B.R. 337 at 345 --
5 I'm sorry, 346 (Bankr. S.D.N.Y. 2010).

6 The statement in -- generally speaking in paragraph 14
7 of the proposed amended complaint that plaintiff assumed or
8 otherwise became obligated for the other Delphi entities'
9 payment obligations in my view is the type of conclusory
10 statement of law that is not entitled to the presumption of
11 truth, evidentiary truth, under Rule 8 and the *Iqbal* case, as I
12 believe is also confirmed or was confirmed in a similar context
13 recently in *In re Kimball Hill, K-I-M-B-A-L-L, Hill Inc.*, 2011
14 B.R. LEXIS 2163 (Bankr. N.D. Ill., June 2, 2011) at pages 32
15 through 35.

16 However, I agree with the plaintiffs reliance upon *In*
17 *re Enron Corporation*, 357 B.R. 32 (Bankr. S.D.N.Y. 2006), and
18 in particular the discussion at pages 48 through 49 of that
19 case where Judge Gonzalez discusses Section 547(b)(2) at some
20 length and concludes that the phrase that's at issue here owed
21 by the debtor or debt owed by the debtor encompasses, properly,
22 or focuses properly on the noun debt which as defined in the
23 Bankruptcy Code includes liability that is matured, contingent
24 and disputed, et cetera. So that with the proper allegation
25 that would set forth sufficient facts and not legal conclusions

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1 in the complaint, the complaint could satisfy Section
2 547(a)(2)'s debt owed by the debtor element by asserting a
3 disputed obligation of the debtor, as the debt that was paid.

4 The plaintiff contends that its proposed amended
5 complaint is different from the complaint in Kimball Hill in
6 this regard because in addition to making the conclusory
7 statement that I've already quoted, the complaint also makes it
8 clear that the plaintiff made the specific payments and
9 therefore, apparently, considered itself to be liable and that
10 it performed the accounting and payment function on behalf of
11 its affiliates and subsidiaries from which the plaintiff asked
12 me to infer that the DAS plaintiff could be found liable under
13 a plausible legal theory under Michigan law, as acting on
14 behalf of those entities and assuming their liability.

15 This is in contrast to Kimball Hill where, as noted by
16 Judge Sonderby, the plaintiff there, although allegedly having
17 made the payments, appears not to have done so based on other
18 statements in the complaint and where it was stated that there
19 was no fact alleged that would give rise to a claim against the
20 plaintiff under applicable non-bankruptcy law in that case,
21 Texas case law see ID at page 35.

22 I find this to be a very close call, frankly. The
23 only real facts alleged in the complaint that would suggest a
24 claim is the fact of payment itself. However, that is a
25 significant fact in that the DAS entity made the payment

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1 apparently not as a volunteer or at least I believe that's what
2 those with the supply and service relationships who were being
3 sued in these complaints, I believe, would plausibly allege at
4 the commencement of the DAS bankruptcy case.

5 So under the rationale of the Enron opinion that I've
6 already cited, it would appear to me that at that point the
7 defendants would have at least a disputed claim against
8 plaintiff DAS, which would satisfy that aspect of the
9 preference statute. That's the only basis for my denial of the
10 objection on this grounds. I believe that the rational of In
11 re Randall's Island Family Golf Centers, Inc., 290 B.R. 55
12 (Bankr. S.D.N.Y. 2003), that the plaintiff there would satisfy
13 Section 547(b)(2) because defendants were put on notice of what
14 was -- of the underlying claim implicitly invoking an agency-
15 type theory would not lie today in light of Twombly and Iqbal.

16 I also believe that there's no real equitable basis
17 for ruling in the plaintiffs' favor here, given the plain
18 language of the statute and that the plaintiffs -- the
19 plaintiff, instead, would have to show or plead sufficient
20 facts to show at least a disputed claim existing against DAS at
21 the time of the transfer, which I believe, as I said, the
22 complaint just barely does.

23 So on that basis, I will overrule those objections to
24 the motion.

25 I also note that one creditor has asserted -- that is

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1 Magnesium Corporation has asserted that there would be a basis
2 for judicial estoppel in that the debtor entered into a
3 stipulation with it after it had asserted a claim against all
4 of the Delphi debtor entities, pursuant to which it was agreed
5 by the parties after the debtor had objected to that claim that
6 the claim would be allowed against only one debtor, the
7 specific contracting debtor, ACEC -- or ASEC. And that
8 therefore, the debtor should be judicially estopped since it's
9 the same contractual relationship that gives rise to this
10 preference claim from asserting that DAS could have money owed
11 to it by Magnesium.

12 I do not have sufficient facts with regard to the
13 stipulation itself to find that judicial estoppel either does
14 not apply or does apply. Normally, there is no judicial
15 adoption of a party's position for judicial estoppel purposes
16 in connection with a settlement. There's an exception to that
17 rule, however, where a court approval of a settlement is one
18 which implicitly requires adoption of the position at issue. I
19 am skeptical that court approval of this settlement did in fact
20 require adoption of the debtors' position since there could be
21 any number of other reasons why the debtor would have settled
22 and I would have approved such a settlement. But the record is
23 not clear enough for me to establish that one way or the other
24 here. So that issue, the judicial estoppel issue, would be
25 preserved for another day. See, generally, In re Allegiance

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1 Telecom, Inc 356 B.R. 93 at page 107 through 108, Bankr.

2 S.D.N.Y. (2006).

3 Okay, I think that takes care of those issues under
4 547(b)(2). So are you going to move now to relation-back
5 issues?

6 MS. HAFHEY: I think we'll move next, Your Honor, to
7 the insolvency issue.

8 THE COURT: Okay.

9 MR. SENDEK: Good afternoon, Your Honor. Bruce Sendek
10 for DAS.

11 THE COURT: Good afternoon.

12 MR. SENDEK: My colleagues were kind enough to leave
13 me with a rather straightforward issue that I believe we can
14 quickly demonstrate satisfies any issue that pertains to
15 sufficiency of pleading under Twombly.

16 The pleading that we have before the Court states that
17 the transfers at issue were made within ninety days of the
18 filing of the petition and we've alleged that the -- that DAS
19 wasn't solvent. Under 547(f), the Code allows the debtor to
20 presume insolvency within ninety days preceding the filing of
21 the petition. And this is obviously an important advantage to
22 the debtor. It is an advantage both in terms of ultimately
23 proving insolvency during that ninety-day period and it is also
24 an advantage in meeting any pleading requirements because the
25 debtor only need allege that payments were made within that

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1 ninety-day period. And at that point, it is accepted as a
2 fact. That is what a presumption is.

3 If the defendant does not at some later point in time
4 present evidence to rebut that presumption, then it given as
5 true and the plaintiff has met its burden of proof in that
6 regard. And when we look at the question of Twombly and
7 whether or not something is plausible or not, we see that we've
8 done far more than that. Whether it is not it is plausible
9 that we were insolvent is beyond dispute here. We have
10 demonstrated through the assistance of the presumption that it
11 is a fact. It should be given and taken as a fact by this
12 Court that DAS was insolvent at the time the petition was
13 filed. And that may remain a fact right through trial unless
14 the defendants do something subsequently to rebut that
15 presumption. And that's where we are right now.

16 There are --

17 THE COURT: What if the -- I mean, the objectors say
18 that the debtors' already rebutted it itself by having
19 scheduled, DAS is in effect solvent.

20 MR. SENDEK: Well, if the Court is talking about -- I
21 assume the Court is talking about the schedule that they put
22 out there?

23 THE COURT: Right.

24 MR. SENDEK: Well, that doesn't do anything of the
25 kind. It is just a schedule and there are legions of cases

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1 that talk specifically about what schedules, book values,
2 financial statements, balance sheets mean in terms of proving
3 insolvency which is, under the definition of Code, generally
4 speaking, whether or not the debts of the debtor -- liabilities
5 of the debtor exceed its assets at fair valuation. And, of
6 course, that's the key language. That's fair valuation. And
7 book value -- even if prepared according to a GAAP Financial
8 Standard, this -- remember, this is just a schedule.

9 This is not -- it doesn't purport to be a GAAP
10 schedule. But even if it were prepared in accordance with
11 GAAP, that does not speak to valuation, other than the fact
12 that it was based on historic documents that may be adjusted
13 for depreciation and the like. But the courts -- and I've --
14 and we've cited them -- are clear that when you talk about
15 financial statements, schedules, lists of assets, yes, cash or
16 cash equivalents may be reflected of valuations. But when you
17 get beyond that, when you get beyond cash or cash equivalents,
18 it may or may not have any relationship to the present value of
19 the assets and generally doesn't. That was stated clearly in
20 the case of Ames which came out of this district, I do believe.
21 And it was stated in the Enron case quite clearly and that --
22 when I'm talking about the Enron case, I'm talking about the
23 case involving the preference with Arthur Anderson where they
24 were seeking a multimillion dollars preference in that case.

25 Arthur Anderson had the idea that they could

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1 demonstrate that there was not insolvency at the time of the
2 petition being filed by reference to the Q10 report that was
3 filed with the SEC which showed, I think it was, an excess of
4 two billion dollars -- no, I think, maybe it was -- no, it was
5 ten billion dollars of assets over liabilities. And Enron --
6 in the Enron decision, I believe that was written by Judge
7 Gonzalez in the Southern District, discusses at length why it
8 does not in fact demonstrate insolvency. And, again, the
9 discussion, again, is of financial statements, schedules of
10 assets, don't reflect valuation and they cannot be used to
11 overcome the presumption.

12 In some cases -- I think there may be some cases where
13 a schedule -- I think I've seen one where a schedule was deemed
14 to overcome a presumption, post-leadings. But, just -- most --
15 the majority of all the cases I have seen, Enron being one of
16 them, Ames being another, is that it doesn't overcome it. So
17 ultimately -- at some point in this proceeding, past the
18 pleading stage, the defendants might make that argument and
19 then it will be for the Court to determine whether or not that
20 one schedule can in fact rebut the presumption that we now
21 enjoy. But that's something to be determined later on.

22 The plaintiff in any preference action isn't required
23 to plead and presume that the presumption will be rebutted.
24 That would make no sense. And -- because, again, Twombly talks
25 about possibilities, talks about likelihoods and we have here,

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1 for all intents and purposes as we sit today, a certainty that
2 we were insolvent at the time the petition was filed. And as
3 far as the pleading requirements go, I would refer the Court to
4 the case that the defendants like very much because it does
5 have some rather stringent pleading requirements for preference
6 cases, and that's the Caremerica case. And in that case, in
7 fact, the Court made a decision that with preference claims
8 that went beyond ninety days, earlier than ninety days, and in
9 that decision, the Cour -- in that circumstance, the Court said
10 well, in that circumstance, the debtor has to allege some facts
11 to show they meet the Twombly standard of plausibility that it
12 was insolvent. But that's as to those preferences, not to
13 preferences that's (sic) within the ninety days. The language
14 was, "The trustee may presume a debtor is to be insolvent
15 during the ninety day period preceding the date of the
16 bankruptcy filing, however, this presumption is inapplicable to
17 preferential transfers made outside of the ninety day period."
18 And that's the best case they have.

19 So, what we learn from the totality of all the cases,
20 and what we learn from Caremerica, even under the most
21 favorable of circumstances to the defendant, is that pleading
22 insolvency is based on the presumption that the statute allows
23 is a given. We are deemed insolvent as of the date of the
24 petition. And that'll stay the case until it's -- until it is
25 rebutted by adequate evidence.

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1 THE COURT: Okay.

2 MR. JONES: If it please the Court, Roger Jones on
3 behalf of the Calsonic defendants and also speaking for other
4 defendants with respect to the insolvency issue.

5 With respect to insolvency, Your Honor, we have two
6 arguments. The first is, we do not believe that the debtor DAS
7 is entitled to rely on 547(f) to meet its pleading requirements
8 under Iqbal & Twombly. Your Honor, if you take a look at the
9 legislative history of 547(f), you will find that it is an
10 evidentiary presumption subject to Rule 301 of Federal Rules of
11 Evidence. That's an evidentiary presumption under 301 that is
12 applicable at trial. The presumption is rebuttable and once
13 any evide -- some evidence is introduced to the contrary, the
14 presumption is rebutted. That presumption does not render
15 insolvency somehow not an element of a preference claim and it
16 does not shift the burden of proof. The burden of proof is on
17 the debtor; it is an element of the claim.

18 We understand, Your Honor, that five-for -- that
19 Caremerica permitted the debtor to rely on the presumption.
20 Your Honor, we simply disagree with that conclusion, again,
21 because Rule 301 indicates that 547(f) is nothing more than an
22 evidentiary presumption to be applied at trial and not at the
23 pleading stage, which is where we are now.

24 Second, Your Honor, if it were applicable, it is the
25 case that the debtor has itself rebutted the presumption

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1 already and did so a long time ago. There are cases -- we
2 cited those in our pleadings, Your Honor, that have found
3 schedules showing equity in the debtors' assets to be
4 sufficient to rebut the presumption. But more importantly,
5 Your Honor, the debtors' chief restructuring officer testified
6 before this Court that the debtor was solvent at least as of
7 August of 2005, which is during the period that we have at
8 issue here.

9 Your Honor, that testimony was given to this Court in
10 connection with the motion to form or approve -- require the
11 U.S. Trustee to appoint a committee of equity holders. And
12 there were -- there was testimony regarding whether the debtor
13 was insolvent or hopelessly insolvent in connection with
14 whether a committee should be appointed.

15 The debtors' chief restructuring officer, Mr. John
16 Sheehan, testified that in two-thou -- in August of 2005, that
17 the debtor made a distribution to its shareholders which it
18 could not have made under Delaware law unless the debtor was
19 solvent at that time. And Mr. Sheehan testified expressly that
20 the debtor was solvent at that time. Your Honor, that is the
21 transcript of the March 21, 2006 hearing before this Court.
22 Mr. Sheehan's testimony, most relevant parts, begins on page
23 152 of that testimony --

24 THE COURT: Is this attached to any particular
25 objection?

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1 MR. JONES: It's attached to Affinia's objection, Your
2 Honor. We relied on it, but it is attached to Affinia's
3 objection.

4 THE COURT: All right. Let's take a quick look.

5 MR. JONES: It is Exhibit G, Your Honor,

6 THE COURT: Right.

7 MR. JONES: It --

8 THE COURT: Okay. The dividend there was by which
9 debtor entity?

10 MR. JONES: It was Delphi, Your Honor.

11 THE COURT: Okay.

12 MR. JONES: It was the reor -- it was the --

13 THE COURT: It was the ultimate --

14 MR. JONES: -- Delphi corporate --

15 THE COURT: -- parent --

16 MR. JONES: -- publicly traded parent.

17 THE COURT: Right.

18 MR. JONES: You are correct, Your Honor, that it was
19 not DAS.

20 THE COURT: Okay.

21 MR. JONES: And on page 157,

22 "Q. In fact, you thought you were solvent. That's why paid
23 the dividend, right?

24 "A. Yes, sir."

25 THE COURT: All right.

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1 MR. JONES: The Court makes an important point that
2 that testimony relates to Delphi. But if the Court takes a
3 look at the debtors' position here, it is the debtors' position
4 that its statements and schedules are in error because its
5 statements and schedules did not reflect pension liabilities
6 that Delphi was unable to pay. But if Delphi was solvent, that
7 means it was able to pay its pension liabilities.

8 THE COURT: But the schedules are not prepared at a
9 fair valuation, right? They're not conclusive evidence of --

10 MR. JONES: No, they are not conclusive evidence. And
11 conclusive evidence is not required to rebut the presumption.
12 It's just an evidentiary presumption. You come forward with
13 some evidence.

14 THE COURT: All --

15 MR. JONES: We cited in our papers four cases that
16 have held that schedules showing equity in the assets are
17 sufficient to rebut the presumption. Still, have to have a
18 trial, people put on their competing proof, all that sort of
19 thing. But it sufficient to rebut the presumption.

20 THE COURT: But, I guess, the ultimate issue -- I
21 mean, I thought about this, I think, pretty carefully. I don't
22 see why, given that Congress has set forth that presumption,
23 that at the pleading stage unless there's, again, some form of
24 judicial estoppel which I don't think exists here, the
25 plaintiff can't rely on it -- why the plaintiff has to show

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1 more.

2 MR. JONES: Your Honor --

3 THE COURT: I mean, it's evidence.

4 MR. JONES: it is an evidentiary presumption.

5 THE COURT: But it's -- I mean -- okay. It's still
6 evidence. And as far as the pleading is concerned, it's not
7 conclusory because it's beyond the legal standard. It's an
8 actual factual fact of life that Congress says is built into
9 the statute.

10 MR. JONES: Your Honor, we don't disagree with that.
11 But 547(f) is no different than any other presumption under
12 Rule 301 of Federal Rules of Evidence. There are many other
13 presumptions out there of 547(f), but evidentiary presumptions
14 are not applicable at the pleading stage. But if the Court
15 concludes that 547(f) is applicable at the pleading stage, then
16 they can't rely on it in this case and they can't rely on it in
17 this case because there's already sufficient evidence in the
18 record to rebut the presumption.

19 THE COURT: But that -- this isn't on Rule 8, though,
20 then. This is on futility?

21 MR. JONES: No --

22 THE COURT: I'm --

23 MR. JONES: -- it's not on futility, Your Honor. We
24 understood the Court's comments that it did not wish to have an
25 evidentiary hearing on --

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1 THE COURT: Well, so --

2 MR. JONES: It's not on futility. This is an Iqbal
3 argument, Your Honor. Our argument is very straightforward,
4 Your Honor. We do not believe 547(f) eliminates the
5 requirement that they plead some facts to support insolvency as
6 an element of preference claim. if it is applicable at the
7 pleading stage, we think it's -- was rebutted in this case by
8 their statements and schedules and by their testimony of their
9 CRO such that they can't rely on it, meaning --

10 THE COURT: The CRO, I think, is a red herring. He's
11 talking about the parent company and the parent company had
12 access to the equity of foreign subsidiaries.

13 MR. JONES: It also, then, Your Honor, had the
14 ability, if it was solvent, if it were solvent at the time, to
15 pay the pension liabilities which is basis for the debtors'
16 argument that DAS was not solvent. They argue you should
17 ignore the statements and schedules in this case because they
18 don't include the pension liabilities that Delphi could not
19 pay.

20 THE COURT: But, I don't follow that because the --
21 that would only be on a derivative basis or secondary basis
22 after DAS couldn't pay them.

23 MR. JONES: Your Honor --

24 THE COURT: DAS is liable for them, too.

25 MR. JONES: Well, that -- their argument is that they

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1 allocated -- and if you take a look at the affidavit that's
2 attached, they allocated to DAS pension liabilities that could
3 not be paid by Delphi. Not all the pension liabilities, but a
4 portion of the pension liabilities that could not be paid by
5 Delphi.

6 THE COURT: I just -- to me, this, again, does not
7 seem to me to be a pleading issue. This is an issue that
8 parties fight out at trial when they decide what the fair
9 valuation actually is. I mean, as far as pleading is
10 concerned, Congress has said this is a presumption. And what's
11 the point of saying it's a presumption if you can't rely on it?

12 MR. JONES: The question is when can you rely on it?
13 Can you rely on it at the pleading stage or is it an issue of
14 trial?

15 THE COURT: Well, I mean, it's easier to -- I --

16 MR. JONES: Your Honor --

17 THE COURT: -- I think you ought to --

18 MR. JONES: -- I'm not going to belabor the point --

19 THE COURT: -- flip that one. I think it's more
20 likely you rely on it at the pleading stage than at trial
21 because someone can rebut it at trial. But pleading, it's not
22 about rebutting; it's about just getting at your case.

23 MR. JONES: I'm not going to belabor the point, Your
24 Honor.

25 THE COURT: Okay.

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1 MR. JONES: Those are our arguments.

2 THE COURT: All right.

3 MR. JONES: I do not know whether the Court wishes to
4 address (b)(5) at this time or whether the debtors intend to
5 address that and admit it as part of their presentation, we
6 would respond to it.

7 THE COURT: They'd do better in a Chapter S -- is
8 that -- in a liquidation?

9 MR. JONES: Yes.

10 THE COURT: Is someone going to address that
11 separately?

12 MR. SENDEK: We could address that, Your Honor. Yes.

13 MR. JONES: Thank you, Your Honor.

14 THE COURT: Okay. We might as well deal with that
15 now, I think.

16 MR. SENDEK: Does the Court wish to hear any rebuttals
17 to the arguments made by counsel?

18 THE COURT: Well, no, I don't think so.

19 MR. SENDEK: Okay.

20 THE COURT: I mean, no one has a case on point except
21 for perhaps Caremerica. But that's not really in point,
22 either. Well, I guess it is -- yeah, it is on point. I'm
23 sorry. It is on point.

24 MR. SENDEK: Then I won't miss an opportunity to say
25 nothing.

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1 THE COURT: All right.

2 MR. SENDEK: Your Honor, 547(b)(5) is a very close
3 cousin to the issue we just described and --

4 THE COURT: Right. No -- can I cut through this?

5 MR. SENDEK: Yes.

6 THE COURT: If it's insolvent and you're dealing with
7 unsecured debt, nonpriority unsecured debt, that's the end of
8 it, right?

9 MR. SENDEK: It is, Your Honor. And we rely --

10 THE COURT: I mean, it has to -- you can get 99.9
11 cents on the dollar and still trip over 547(a)(5) -- (b)(5),
12 excuse me.

13 MR. SENDEK: I couldn't have said it better. And
14 that's exactly what Enron says, one of the key cases we rely
15 on. It says exactly that, that that's the end of the inquiry
16 where Arthur Anderson tried to make a case that said well, you
17 haven't shown that this was the condition as of the time that
18 the petition was filed. And the Court basically said not so,
19 the presumption carries you there as well. As well as looking
20 at later events that occurred in the proceedings, that in Enron
21 the fact that the general creditors did not receive anything
22 was another determining factor as here --

23 THE COURT: But, this -- again, that's a -- that's not
24 a Rule 8 case. That's a later -- that's an evidentiary case.

25 MR. SENDEK: Well, that was at summary judgment, Your

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1 Honor.

2 THE COURT: Right.

3 MR. SENDEK: The interesting thing is that all these
4 cases that are trying to attack the presumption are at -- are
5 well beyond the pleading stage. And we're way ahead of the
6 game here --

7 THE COURT: Except --

8 MR. SENDEK: -- I mean, that's something for later on.

9 THE COURT: Except Caremerica.

10 MR. SENDEK: Except Caremerica which is the only one
11 that addresses at the pleading stage, but over and over again,
12 we see the cases are on summary judgment or at trial where the
13 courts make determination regarding the effect of the
14 presumption and whether or not it's been rebutted or not. And
15 here, again, I say it's a close cousin because we've
16 established that we were insolvent as of the time the petition
17 was filed, at least for now, until somebody comes up with
18 credible evidence to rebut that. So that also takes us through
19 547(b)(5).

20 THE COURT: Okay.

21 MR. SENDEK: Thank you.

22 THE COURT: Any response on that one?

23 MR. JONES: Your Honor, just as we don't believe that
24 the presumption ought to be applicable to carry the day with
25 respect to insolvency, we certainly don't think it should be

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1 applicable to carry the day with respect to 547(b)(5).

2 There are no real other allegations in the
3 complaint -- in the proposed amended complaint that would carry
4 the day on that issue. If they don't get the benefit of the
5 presumption to carry the day on 547(b)(5), then they would
6 lose.

7 THE COURT: Right.

8 MR. JONES: The only allegation is that on a
9 consolidated basis, somebody in 2009 may get less than 100
10 cents on the dollars which doesn't tell you what would have
11 happened in 2005.

12 THE COURT: Right. But, again, it seems to me that if
13 I accept the proposition that simply stating the debtor was
14 insolvent is sufficient because of the presumption in 547(f),
15 then given that this is described as unsecured debt, unsecured
16 trade debt, it would seem to me that that would be enough, not
17 only for (b)(3) but also for (b)(5).

18 MR. SENDEK: Well, Your Honor, we would cite the
19 Caremerica which actually, I think, reaches a different
20 conclusion about that and looks for whether there are
21 allegations regarding (b)(5) even though the presumption
22 applied with respect to the ninety-day period prior to the
23 filing and found that the statements and schedules which showed
24 insolvency were sufficient to carry that, which is not the case
25 here.

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1 THE COURT: But it's -- I mean, what more would you
2 say?

3 MR. JONES: According to Caremerica, that you would
4 offer some allegations regarding what would have occurred had
5 DAS been liquidated on the petition date.

6 THE COURT: Well, I mean, the -- under 101(32),
7 it's -- insolvency is to be determined at a fair valuation.

8 MR. JONES: That's correct, Your Honor.

9 THE COURT: There's a statutory presumption of
10 insolvency on the petition date.

11 MR. JONES: Your Honor, I'm not going to belabor the
12 point --

13 THE COURT: Okay.

14 MR. JONES: -- I think our position's clear.

15 THE COURT: I mean, I think the theory would have to
16 assume that a Chapter 7 liquidation would result in more value
17 than the statutory presumption? I guess that's what we'd have
18 to assume. That just doesn't -- I mean, that really -- I mean,
19 that tips plausibility on its head. That truly is implausible.

20 MR. JONES: Your Honor --

21 THE COURT: It doesn't make any --

22 MR. JONES: -- I would --

23 THE COURT: It doesn't make any sense. If that were
24 the case, Delphi would have just sold itself.

25 MR. JONES: Your Honor, we don't disagree with that

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1 point. We don't believe the presumption gets them over the
2 pleading hurdle with respect to insolvency or 547(b)(5).

3 THE COURT: Okay. All right. Well, I did think about
4 this. Obviously, the schedules can be used and have been used
5 at times, although at other times have not been used and been
6 found not to be a basis for rebutting the statutory presumption
7 of insolvency within the ninety days before the petition date
8 that's set forth in Section 547(f).

9 I believe that, first, that issue of rebuttal is an
10 issue to be dealt with on the facts, either on summary judgment
11 or at a trial and not in the pleading because the Court would
12 have to look at the schedules and in all likelihood, I think,
13 also have to take evidence as to their preparation and the
14 effort that went into determining whether those were done at
15 fair value or not. None of that is before me at the pleading
16 stage.

17 What is before me, again, is a statutory presumption
18 and I think that is sufficient to take this issue, which really
19 is -- shows up twice at 547(b)(3) and 547(b)(5) out of the
20 ambit of the first aspect of the Iqbal Rule 8 test, which is
21 that I shouldn't give the presumption of evidentiary fact to
22 legal conclusions, as opposed to factual allegations. And I
23 believe that Congress meant this to be a -- treated as a
24 factual allegation by building it into the statute as an
25 evidentiary presumption.

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1 So, I believe that the proposed amended complaint do
2 sufficiently plead insolvency, given that they're only dealing
3 with the ninety days before the petition date -- dealing with
4 transfers made within ninety days before the petition date.

5 Are there more Rule 8 issues?

6 MR. SENDEK: Your Honor, I don't know if you consider
7 relationship back a Rules 8 issue?

8 THE COURT: Well, I'm happy to turn to relation back.
9 I don't think there were any specific Rule 8 issues beyond
10 this, although as I noted, there were at least a couple of
11 objectors who stated that at least for some of their clients,
12 the pleadings didn't comply with my, really, order and that
13 they asserted aggregate claims against them less than 250,000
14 dollars. I don't know if that's Rule 8 or just futility, but
15 you could -- we should deal with that one, too.

16 MS. HAFHEY: I'd be happy to address that, Your Honor.
17 I did need to have the defendants identify themselves who
18 believe that that is the case because it was the reorganized
19 debtors' belief that any time we looked at the complaints and
20 we saw that that was the case, we dismissed them. and as of, I
21 want to say maybe a month ago, there was one that was brought
22 to our attention that we had missed and we have agreed to
23 dismiss that. And I believe it's already dismissed, that's why
24 I, really, do not know what defendant is making that argument.

25 THE COURT: Okay --

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1 MS. HAFHEY: It may be moot --

2 THE COURT: -- is anyone making that argument? I
3 thought someone -- I thought I saw a couple like that.

4 MR. SAYDAH: Your Honor, again, Gilbert Saydah of
5 Kelley, Drye on behalf of various BP entities identified in the
6 complaint, in adversary proceeding 07-02270 --

7 THE COURT: Right, right.

8 MR. SAYDAH: -- as BP Amoco Corp., BP Products North
9 America, Inc., Castrol and Castrol Industrial.

10 Your Honor, in the amended -- in the proposed amended
11 complaint, it breaks down the transfers by BP entities
12 specifically sought against BP Amoco, the debtors seek only
13 4,660 dollars and against BP Products North America, Inc., they
14 seek only 13,561 -- -562 dollars. And they have no claims
15 asserted at all against the defendants simply identified as BP.

16 THE COURT: All right. Okay, this is one of the ones
17 I reme -- maybe this is the only one I remembered, but I didn't
18 see anything dealing with this one.

19 MS. HAFHEY: We will move to dismiss those, Your
20 Honor --

21 THE COURT: Okay.

22 MS. HAFHEY: -- we, earlier, dismissed the BP
23 Microsystems, Inc. when it brought to our attention and it's
24 just an oversight.

25 THE COURT: Okay, very well.

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1 MR. SAYDAH: Thank you.

2 THE COURT: I'm not sure there were any other ones
3 besides that.

4 Okay, why don't we turn to the relation back issues
5 and I guess there are two there. One is new defendants and one
6 is new -- allegedly new claims. Although perhaps that doesn't
7 exist anymore because of the doubling up issue. I'm not sure.

8 MR. SENDEK: We believe you're exactly right, Your
9 Honor, that the bulk of the objections were based on increased
10 amount of the claims and we've agreed that we won't seek
11 amounts beyond what were alleged in the amended compl -- in the
12 original complaint.

13 THE COURT: Okay. Why don't we stick with that, then,
14 first? If the debtor is limiting the amount it's seeking in
15 each complaint now to the amount that was sought in the
16 original complaint, logically it seems to me there's no issue
17 there. Am I missing something?

18 I mean, leaving aside the different defendants point,
19 that's a separate issue. And the numbers may change because
20 the different defendant and I understand that point. But
21 that's a different relation back analysis than new dollars
22 amounts.

23 MR. SULLIVAN: Your Honor, James Sullivan, counsel for
24 Timken. I'm in charge with this issue. I guess it's just a
25 matter of clarifying, so just by way of example, the original

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1 Timken complaint had 16 transfers identified and the amended
2 complaint had something like 142 transfers and there are only 8
3 which overlapped. And, you know, we couldn't really make heads
4 or tails of them because we, you know, we asked for information
5 on the new transfers and an explanation as to how they got from
6 16 to 142, even though the number of plaintiffs dropped from 40
7 to 1 and the number of defendants dropped from 5 to 2. And
8 I've been asking for that information since October, didn't get
9 any. And today in court was the first time I got any kind of
10 explanation on it. So I guess that. I just want to confirm --

11 THE COURT: No, that's a good -- I mean, you make a
12 good point. Maybe I spoke too soon.

13 How can I conclude that a complaint that lists 147
14 transfers or, you know, some number, 35 transfers, as being
15 avoidable deals with the same transaction or occurrence as a
16 complaint -- the first one filed that dealt with 10?

17 MS. HAFHEY: May I?

18 THE COURT: I mean, they could be completely different
19 transfers. It just -- you know, the fact that the debtors'
20 willing to limit the aggregate exposure to the dollars amounts
21 set forth in the first complaint may not be enough.

22 MS. HAFHEY: The original complaints, Your Honor,
23 identified transfer dates and then the amounts. So it's a
24 matter of looking at the new -- because there's additional
25 lines is not really the issue. It's --

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1 THE COURT: It's the dates --

2 MS. HAFHEY: -- you've got to --

3 THE COURT: --- you're saying?

4 MS. HAFHEY: You've got to compile the dates. So for
5 that August 2nd date, for instance, and compile them and see if
6 for that date, if it was increased. And generally speaking,
7 where this error happened, it -- there were doubling of
8 entries, the Timken complaint happens to be a unique one where
9 it wasn't -- it's not so clear as to the doubling. You have to
10 add up the amounts per dates. But, as we said just a moment
11 ago, if -- when we do that and we add it by date, if by date
12 the transfer amount is greater, we will go with what the
13 original complaint says.

14 THE COURT: Well, but would it -- are there situations
15 where in the complaint that's currently on file you list
16 for example three million dollars for June 21st -- well, that
17 would -- no. For September 21st, 2005, but when you look at
18 the schedule in new complaint, the transfers made on September
19 21st, 2005 don't add up to three million dollars. Is there
20 anything like that?

21 MS. HAFHEY: So it would be less than?

22 THE COURT: Yeah. Or not double but something other
23 than double or less than?

24 MS. HAFHEY: In, perhaps, Timken and a minority, it
25 might be something other than double and they are a rare case.

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1 I don't believe it would ever be less than, but -- I certainly
2 haven't heard that argument from defendants that we're suing
3 them for less. Although there are certain complaints in the
4 aggregate it has been less.

5 THE COURT: So how --

6 MS. HAFHEY: I haven't heard that complaint.

7 THE COURT: How would that satisfy 15(c)? I mean,
8 it's -- you're talking about different transactions, then,
9 aren't you?

10 MS. HAFHEY: I'm going to let Mr. --

11 MR. MILIN: No, Your Honor. It's not different
12 transactions. The -- perhaps this was clear already. The
13 original complaint rolled up numbers to total by date.

14 THE COURT: Right.

15 MR. MILIN: This unbundles them.

16 THE COURT: But, no, I'm dealing with just the
17 specific fact pattern where when you unroll them, they unroll
18 out to a different number other than just the mathematical
19 doubling error, which you know is --

20 MR. MILIN: And in the instances in which it's not
21 doubled, we believe it's a question of some but not all line
22 items within a single date got doubled. let me take you a step
23 back to say, as we said in our omnibus reply, under the law of
24 this district, relation back does back -- can potentially
25 become a factual issue for -- precisely because it -- I suppose

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1 we would need to examine the claims at issue and, you know, be
2 able to demonstrate that the numbers in the new one tie to the
3 numbers in the old one once certain transactions are eliminated
4 or undoubled. We can do that.

5 It's -- standing here now, I can't, you know, for a
6 particular plaintiff, take one number, show you the line items
7 on the new exhibit that tie it to the old number. But, that is
8 the fact. There are no -- we aren't pursuing transactions
9 which weren't included within the rolled up number in the prior
10 first version of the complaint.

11 THE COURT: Well, isn't that a problem?

12 MR. MILIN: At the pleading stage, I don't believe so.

13 THE COURT: Well, but, we're talking about relation
14 back. I mean, if these are really -- I mean, see if I could
15 say this clearly. The complaints were filed timely as those
16 complaints and if they -- if what's being filed now is really
17 asserting different transfers, then it's time barred.

18 MR. MILIN: But they're not.

19 THE COURT: But how do we know that? They say they
20 are.

21 MR. MILIN: Well --

22 THE COURT: I mean, there's got to be some response
23 to the defendants -- you just told me you can't do it.

24 MR. MILIN: No, what I said is standing here now, I
25 can't take 160 line items and, you know, do it on the fly here.

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1 That's all I intended to say. I didn't intend to say that we
2 can't demonstrate if it comes to that factual issue -- and it
3 is a factual issue that, in fact, we are pursuing the same
4 transactions as were at issue and --

5 THE COURT: Well, is it a factual issue or is just a
6 matter of showing -- I mean, this is just -- I just -- it's not
7 a factual issue in the sense that the transfers themselves are
8 being questioned. It's, what was the basis for your original
9 filing and what was the basis for this filing? Right? I mean,
10 those are documents that are in your control.

11 MR. MILIN: The --

12 THE COURT: If you could show me those two documents,
13 or two sets of documents, whether the others dispute it or not,
14 then I would think it would be a factual issue. But, since
15 both sets of documents are in your control, I'm not sure why
16 this is a factual issue. I mean, you either have them or you
17 don't.

18 MR. MILIN: Well, first in terms of being a factual
19 issue, in our omnibus reply we cited -- and I'm sure I'm going
20 to mispronounce this -- *Tabacalera Cubana v. Faber, Coe &*
21 *Gregg*, 379 F. Supp. 772 (S.D.N.Y. 1974).

22 THE COURT: No, I understand. Often -- often these
23 issues are factual issues. For example, the issue of
24 prejudice. You know, it's a four-factor test; the issue of
25 prejudice is by nature a factual issue. And similarly, whether

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1 the original -- I'm sorry, whether the claim in your proposed
2 amended complaint arises out of the same conduct set forth in
3 the original pleading is many times a factual issue.

4 On the other hand, here it doesn't strike me as -- it
5 strikes me as fundamentally different because this is simply
6 dealing with facts within your own control. I wouldn't let
7 them dispute it on this record. Okay?

8 If you came up with a list, which you have, which is
9 the attachments to the present -- the proposed amended
10 complaints, and then compared it -- and this is what's
11 missing -- to the list that formed the basis of the original
12 complaint, I wouldn't let Mr. Sullivan say, well, we disagree
13 with that, they're not really related, they didn't happen on
14 the same day. That would be the type of factual issue we'd
15 have to develop. On the other hand, I'm not even seeing that
16 second list.

17 MR. MILIN: Okay. So I respond this way. First, in
18 those instances where the amounts are the same, I think the
19 dates and amounts are the same --

20 THE COURT: I --

21 MR. MILIN: -- rolled up it is a fair inference. In
22 those instances in which there is an exact duplicate and we've
23 acknowledged the duplication I think it's a fair inference. In
24 those instances in which it's more complex than the same number
25 or an exact duplicate I would acknowledge that, you know, we

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1 would need to -- it can be reconciled; it can't be reconciled
2 on the papers in front of the Court right now. I would
3 acknowledge that.

4 THE COURT: Okay. All right.

5 MR. THOMAN: Your Honor, this is Jim Thoman
6 representing Unifrax.

7 I just want to point out that it gets even more
8 complicated and harder to discern, at least in our
9 circumstance. We've been lumped into a lawsuit with BP, and I
10 know Mr. Saydah has spoken with respect to that complaint. The
11 original complaint sued several BP entities as well as Unifrax,
12 and that exhibit to that complaint doesn't specify what entity
13 is being sued and so there's absolutely no way, based on even
14 the transfer date that we could possibly tie in the transfers
15 in the original complaint to their amended complaint because
16 there's several -- four or five different entities involved in
17 multiple transfers on the same day.

18 THE COURT: Okay. Well, I don't want to -- can we
19 put -- just put your point to the side for a second? I just
20 wanted to deal with the more simple case where there's one
21 defendant and there's not a complete overlap of days and
22 numbers.

23 MS. HAFHEY: Well, can I provide the Court with an
24 example? If we would --

25 THE COURT: Okay.

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1 MS. HAFHEY: -- look at Merrill Tool.

2 THE COURT: Let me just find that.

3 MS. HAFHEY: I'll be happy to share my --

4 THE COURT: No, I just -- okay, I have it.

5 MS. HAFHEY: The original complaint was for
6 \$2,111,280.54 (sic). The proposed amended complaint is four
7 million two hundred and twenty -- (skip in audio) -- and
8 twenty-four cents, not quite double but similarly double.

9 If the Court would look at the July 11th transfer just
10 as an example. This is a complaint where we had the issue with
11 doubling as part of that date. You can see that the transfer
12 of \$4,550 is shown twice there.

13 THE COURT: Right.

14 MS. HAFHEY: It's the third and fourth line down on
15 the exhibit.

16 THE COURT: Right, it's the same numbers.

17 MS. HAFHEY: Exactly. It used to --

18 THE COURT: I think in the next column too, the --

19 MS. HAFHEY: Exactly.

20 THE COURT: Right.

21 MS. HAFHEY: But if you go back to that one, Your
22 Honor, if you subtract the doubled one -- so add up the three
23 line items, the nineteen five -- the first, second and third
24 line item, and then look at the original complaint, it's the
25 dollar amount on the original complaint. So there is a way to

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1 rectify --

2 THE COURT: Right.

3 MS. HAFHEY: -- and to do this.

4 THE COURT: But somewhere in there, there is a number
5 that's different and that's the one that I think --

6 MS. HAFHEY: It's the doubled.

7 THE COURT: No, no, you said that it isn't -- it isn't
8 exactly doubled.

9 MS. HAFHEY: Well, it's because certain of the
10 transfers of July 11th are the same transfers as shown on the
11 original complaint but for one clerical error --

12 THE COURT: That were not doubled.

13 MS. HAFHEY: -- doubled one of them.

14 THE COURT: All right. Well, but what I'm saying --
15 okay, I think that was consistent with what your colleague
16 said. If it's clear from the face of it that the numbers are
17 just doubled, simply doubled, then you just cross out one of
18 those and reduce the amount of the complaint. And if that ties
19 into the transfer made on the bundled date in the first
20 complaint there shouldn't be a problem. On the other hand, if
21 what you're left with after X'ing out the clear doubled ones,
22 and the clear doubled ones at least here are easy to X out. I
23 mean, it's easy to see that they're --

24 MS. HAFHEY: Right.

25 THE COURT: -- they're duplicated. And if the numbers

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1 don't match up with the first complaint then the difference, I
2 think, is obviously new. And then those, I think, should not
3 be permitted -- the new numbers.

4 MS. HAFHEY: Again, without seeing the specific
5 factual situation I can't concede that it would obviously be
6 new.

7 THE COURT: Okay. All right.

8 MS. HAFHEY: I think it's going to get down to looking
9 at each particular exhibit.

10 THE COURT: Okay.

11 MS. HAFHEY: But I do say to the Court I think that
12 that's going to be a very few of these and the typical problem
13 was --

14 THE COURT: All right. Well, it should be --

15 MS. HAFHEY: -- what I pointed out to you.

16 THE COURT: -- a mechanical analysis, I guess.

17 MR. SULLIVAN: Your Honor, my only problem is, you
18 know, I've been asking them for their information since
19 October. In my opposition papers and in my surreply I
20 highlighted the fact that we went from 16 to 140 some odd
21 transfers, that there was only overlap of 8 of those, and I got
22 no response.

23 THE COURT: Well, I think they acknowledge you're in a
24 different position.

25 MR. SULLIVAN: Yeah.

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1 THE COURT: But as far as the general -- and I'm
2 not -- I don't want to -- I'm not forgetting about the
3 gentleman on the phone, but is the general proposition that
4 I've just laid out, is there anything wrong -- I mean, beyond
5 that, I'm having a hard time seeing why the debtors should be
6 precluded.

7 MR. SULLIVAN: Well, I guess I don't want to speak for
8 others if I'm in a different position.

9 THE COURT: Right, okay.

10 MS. BRAUN: Excuse me, Your Honor?

11 THE COURT: Yes.

12 MS. BRAUN: It's Beverly Braun of Jaeckle Fleischmann
13 for Jamestown Container.

14 THE COURT: Yes.

15 MS. BRAUN: I just want to clarify specifically what
16 the debtors are proposing because we are also in a position
17 where the amended complaint proffers an overpay -- proffers to
18 be more than what was in the original complaint. And it is not
19 a true doubling; it's approximately 3,606 dollars. But I can
20 tell you this that there are approximately twenty-five
21 transactions identified in the original complaint, whereas in
22 the amended complaint there's probably close to 3,000.

23 THE COURT: Right, but you have in the amended
24 complaint the Exhibit 1 which lists the days, the transfer
25 dates.

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1 MS. BRAUN: It does.

2 THE COURT: So you could go from there to the
3 bundled -- what they clearly did was they bundled the transfers
4 in the original complaint by day.

5 MS. BRAUN: No, that's clear, Your Honor. I think I
6 just wanted to make sure that I understand clearly that the
7 debtors are saying that in those instances where there was a
8 duplicate or even perhaps a new transaction that appeared in
9 the amended complaint that is greater than what was on the
10 original, that the potential maximum liability to my client is
11 that which they were seeking in their original complaint.

12 THE COURT: Well, they definitely said that as to
13 doubling; I'm saying it as to the other part.

14 MS. BRAUN: Thank you.

15 THE COURT: Okay.

16 MS. HAFLEY: I think we said it to both of them.

17 THE COURT: Okay. Well, counsel's correcting me.
18 They're willing to say that as to both points.

19 MR. HERMAN: Your Honor, very briefly, Victory
20 Packaging is in a similar position to Timken. We went from
21 approximately --

22 THE COURT: We can't hear you.

23 MR. HERMAN: We went approximately from twenty-one
24 million dollars to twenty-seven million dollars, from 114
25 transfers to 400 pages of transfers. We don't think that, as a

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1 defendant, Victory Packaging should have to carry the burden of
2 matching these items up. This is the plaintiffs' burden. We
3 shouldn't have to figure out whether it relates back --

4 THE COURT: Well, I mean, we could do it right now.

5 MR. HERMAN: They can sit here and do it, yes, Your
6 Honor.

7 THE COURT: Okay.

8 MR. HERMAN: But you know what, Your Honor, they've
9 had since Your Honor directed them to file amended complaints
10 to do that. And the motion for -- to amend doesn't do the job.
11 It doesn't explain how you got from 114 page, you know, to, you
12 know, seven million dollars more. And again, Your Honor, that
13 is bad faith, that is trying to push the burden that they
14 should have had onto the defendants. And for all the reasons
15 that my colleague representing Timken has said, these
16 complaints don't meet the standards. These complaints don't --
17 they haven't carried their burden that they should be entitled
18 to amend.

19 THE COURT: Well, on the face of it, though, if in
20 fact these schedules do show that -- I'll just use a
21 hypothetical, you know, 75,000 dollars were transferred on
22 August 9, 2005, albeit it's now in fifteen entries instead of
23 one which is in the original complaint, then on its face it
24 seems to relate back unless the numbers don't match up when you
25 add all those up and then I think the overflow should not be --

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1 the overage should not be counted.

2 MR. HERMAN: Your Honor, I would agree with that but
3 is is the plaintiffs' job to match it up and present it to the
4 Court and to the defendant. Otherwise they're shifting their
5 burden to do their job and the cost of doing that job onto the
6 defendants.

7 THE COURT: Well, they're offering to do it right now.

8 MR. HERMAN: They're offering to do it right now?

9 THE COURT: I guess, right?

10 MR. HERMAN: But they had, Your Honor, since September
11 or December or February to do the job. That was a basic --

12 THE COURT: Well, but --

13 MR. HERMAN: -- fundamental element of their motion to
14 amend --

15 THE COURT: -- the job is responding to your objection
16 as opposed to amending the complaint, right? Because they did
17 amend the complaint. They're saying the evidence is right in
18 the amendment to the complaint; all you have to do is look at
19 the schedules and compare it to the other document that's on
20 file, which is the schedules to the first amended complaint.

21 MS. HAFHEY: Your Honor, I think counsel's concern
22 with this one, and I understand it, is as he said, it went --
23 this is one of those --

24 THE COURT: I can't hear you.

25 MS. HAFHEY: This is one of those complaints Victory

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1 Packaging was the packaging supplier for DAS and --

2 THE COURT: The schedule's very long on this one.

3 MR. HERMAN: Still is, Judge.

4 MS. HAFHEY: It's three hundred and --

5 THE COURT: Right.

6 MR. HERMAN: It's 400-some odd pages.

7 MS. HAFHEY: -- sixty-some pages.

8 THE COURT: Right.

9 MS. HAFHEY: But we have said that we would do that, I
10 mean, that -- you know, as we have instructed the Court today.
11 But I understand, you know, why other counsel would not want to
12 do that. It's a voluminous exhibit.

13 THE COURT: Well, they're going to do it, right?

14 MR. HERMAN: Your Honor, my point is they should have
15 done it already, but okay, they're going to do it.

16 THE COURT: Okay.

17 MS. GRUBIN: Your Honor, I would just like to add
18 that -- this is Janice Grubin on behalf of Select. The
19 original complaint had twenty-one transfers. The proposed
20 amended complaint had 276 transfers.

21 THE COURT: No, but it's all the same point. They did
22 everything --

23 MS. GRUBIN: There's a 45,000 dollar difference here.
24 It's not six million certainly but my client's been put to a
25 lot of expense and time in getting to this point and we would

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1 like some indication that we'll get better cooperation in a
2 timely fashion --

3 THE COURT: Okay.

4 MS. GRUBIN: -- to focus on --

5 THE COURT: All right.

6 MS. GRUBIN: -- this.

7 THE COURT: No, I understand that.

8 MS. GRUBIN: Thank you.

9 THE COURT: And I certainly think all of these points
10 go to the issue of being able to replead. I just don't -- you
11 know, all of this is sort of cumulative. I understand that
12 point.

13 MR. HERMAN: Your Honor --

14 THE COURT: But I think that's where it comes in, as
15 opposed to --

16 MR. HERMAN: I agree, Your Honor. Maybe they should
17 be entitled to replead it, maybe not, but it's
18 not --

19 THE COURT: No, I'm saying this is suggesting to me
20 they shouldn't be entitled to replead.

21 MR. HERMAN: Yes.

22 THE COURT: But --

23 MR. HERMAN: And Your Honor, I just want to add that
24 there has been serious prejudice to Victory Packaging by the
25 overstatement of the claim, in our view, because we've had it

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1 to include in our financial statements and our reporting.

2 THE COURT: Okay.

3 MR. HERMAN: Your Honor --

4 THE COURT: Did any -- I mean, no one looked at it and
5 said these are the same numbers twice?

6 MR. HERMAN: It's very hard to match it up, Judge.
7 There's a lot of data on those schedules, as you've
8 acknowledged --

9 THE COURT: No, but -- well, I mean, we should look at
10 this --

11 MR. HERMAN: It doesn't work.

12 THE COURT: Because of course I'm looking at right now
13 the Merrill Tool one, but let's just look quickly at Victory
14 Packaging because I want to see; maybe yours is different
15 than --

16 MR. HERMAN: Can I hand you my notebook? I have an
17 extra.

18 THE COURT: No, I have it.

19 MR. HERMAN: Okay.

20 THE COURT: I've just checked for it under here.

21 MR. APPLEBAUM: Your Honor, this is Joel Applebaum on
22 behalf of Doshi. I think what everyone here on this side is
23 asking themselves and what I think you're about to do is
24 mechanically how do we get from here to there. We have --

25 THE COURT: No, I understand.

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1 MR. APPLEBAUM: We have in the first complaint a
2 number and then in the amended complaint it's doubling, not
3 necessarily of the entire amount but portions of the transfers
4 and how do we get back --

5 THE COURT: I understand. Let me just look --

6 MR. APPLEBAUM: -- to this number.

7 THE COURT: I mean, when you look at the Merrill Tool
8 one it's really easy, I mean, because it's just clear that
9 they're duplicate entries all the way through. It's not just
10 the same amount and the same day, it's also the same purchase
11 order/invoice number. It's all the same. So I wanted to look
12 at the Victory one just to see if there's --

13 MS. HAFLEY: I do not travel with our volume of
14 Victory, Your Honor. It's, I think, at least three volumes.

15 THE COURT: Let me just turn to it. Okay. So you had
16 almost your own notebook because it's so thick.

17 MR. HERMAN: Well, Your Honor, unfortunately I had,
18 you know, helped with a little circuit training today.

19 THE COURT: So I have gotten to that. I'm not seeing
20 a lot of obvious duplicates here so far.

21 MR. HERMAN: No, there aren't, Judge.

22 THE COURT: So I mean, this does seem to -- I mean,
23 there are a lot of transfers all in one day. The first fifty
24 or so pages is all Bastille Day.

25 MR. HERMAN: The payment obligations and the timing

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1 are set forth in the supply agreement.

2 THE COURT: Right, it's every two weeks.

3 MR. HERMAN: Yes, Your Honor, they got discounts for
4 early payments also.

5 THE COURT: Okay, that's nice. So --

6 MS. HAFHEY: I think this wasn't one that was an exact
7 double, Your Honor, so it really would take somebody to go
8 through this one.

9 THE COURT: It's not an exact double.

10 MS. HAFHEY: No, no, no, no, no, and Mr. Herman says
11 it is either.

12 THE COURT: So it's just to see whether the dates
13 themselves are bundled, and if they're not bundled the
14 difference would be disallowed.

15 MS. HAFHEY: Yes.

16 THE COURT: All right.

17 MR. HERMAN: But Your Honor, the problem is, you know,
18 it's very difficult to match up and given the fact that a
19 number of --

20 THE COURT: But why is it difficult to match up? I
21 mean, just in this case it's like every two weeks or so, so
22 it's all on one day and then two weeks later there's another
23 day.

24 MR. HERMAN: And I can tell you my client spent quite
25 a lot of time trying to figure it out and couldn't figure it

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1 out. And you know, the fact that in our position papers we
2 kind of spelled out that there was only eight transfers that
3 overlapped and it looked like there was 100 and some odd
4 transfers that were completely new and we got no response from
5 the debtors on that point.

6 THE COURT: No, I think -- I mean, we haven't really
7 turned to you yet but I think you are different.

8 MR. HERMAN: Okay. Judge, the data, though, as you
9 heard earlier, is not the kind of data that we can match up
10 with the data in the earlier version of the complaint because
11 there were numbers there that Victory Packaging doesn't
12 recognize that were internal numbers used by DAS on their DACOR
13 system. And so this --

14 THE COURT: Could --

15 MR. HERMAN: Maybe dates can match but you can't match
16 invoices, you can't match antecedent debt.

17 THE COURT: But you can match dates and checks.

18 MR. HERMAN: Well, you may or may not be able to,
19 Judge. I don't know that yet.

20 MR. SAYDAH: Your Honor, on that point of matching
21 dates and checks -- for the record, Gilbert Saydah, Kelley Drye
22 on behalf of BP.

23 Your Honor, I think it's important. They've said that
24 these are a rollup of dates. On the original --

25 THE COURT: A rollout, actually.

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1 MR. SAYDAH: What's that?

2 THE COURT: A rollout of the --

3 MR. SAYDAH: Rollout, you are correct.

4 THE COURT: Right.

5 MR. SAYDAH: Your Honor, with respect to the original
6 exhibits attached, it indicates not only dates and amounts; it
7 also indicates methods of payment. It's either, for our
8 example for the BP, it was a check and EFT or a wire. That's
9 also true for the revised complaints or the proposed amended
10 complaints. But Your Honor, the amounts don't in any way match
11 up.

12 I spoke with Ms. Haffey briefly in the hallway about
13 this and I think we're in agreement; but the issue bound not
14 only by dates and amounts but also by the methods of transfer
15 identified on the original complaint.

16 In the case of Castrol down, the one transfer against
17 Castrol, about 1.5 million dollars, as identified as a check, I
18 believe, on September 26th. On the original complaint, the
19 only check identified on September 26th was for 586 dollars, I
20 believe. Thus, Your Honor, that by definition would have to be
21 a new -- and the other transfers on that date don't add up to
22 1.5 million. There are other wires -- there's a wire and an
23 EFT, but it's not just the amount and the date, it's also the
24 method of transfer that they need to bound by.

25 MR. THOMAN: Your Honor, this is Jim Thoman on --

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1 representing Unifrax. I think the other complication here is,
2 in the original complaint they fail to allege who the transfer
3 is from. There's multiple entities. And that's an additional
4 complicating factor.

5 THE COURT: But that wasn't your original point. Your
6 original point was they didn't say who it was to, either, in
7 the first complaint.

8 MR. THOMAN: Yeah, my point is it's very difficult
9 to --

10 THE COURT: And I'm more sympathetic with that one,
11 frankly, since the payments are all -- I think were all alleged
12 to have come from DAS. But if it's -- if -- it in the original
13 complaint the payments were alleged to go to defendant X, and
14 in the other complaint they're alleged to go to defendant Y,
15 then that may be a different issue. But I think that goes to
16 the adding a new party as opposed to adding a new transfer, a
17 new --

18 MR. THOMAN: No, they don't specify who the payments
19 went to at all. So my point is, trying to relate them back to
20 the original complaint is extremely difficult.

21 THE COURT: Right. Okay.

22 UNIDENTIFIED SPEAKER: Your Honor --

23 THE COURT: Well, does anyone else have that issue
24 besides this gentleman, where they're multiple defendants,
25 where that's confusing?

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1 MS. HAFHEY: Well, there are other complaints, Your
2 Honor, where there are multiple defendants.

3 THE COURT: No, but in terms of figuring out -- on the
4 relations back issue?

5 I think you -- it's Unifrax right?

6 MR. THOMAN: Correct.

7 THE COURT: I think that may be sui generis.

8 MS. HAFHEY: Your Honor, I --

9 THE COURT: Because of being lumped in with BP.

10 MS. HAFHEY: I'm sorry?

11 THE COURT: Because of being lumped in with BP.

12 But --

13 MS. HAFHEY: I really don't see that any different
14 from when you have other multiple defendants. The --

15 THE COURT: Well it's a different entity. I mean,
16 it's --

17 MS. HAFHEY: It's not a matter of --

18 THE COURT: In a sense it's like a newly added
19 defendant, because it's -- you're now saying who it went to.

20 MS. HAFHEY: But -- which is what this Court asked us
21 to do when we amended our complaints.

22 THE COURT: No, I understand, but I did -- in terms of
23 the relation -- I didn't deal with relation back at that point.
24 But before we get to the newly-added defendant point; and I
25 think the point there is that they're saying that they're not

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1 BP, they're a different entity. It's not like it's all one
2 ball of wax ultimately, so there's no harm, no foul.

3 MS. HAFHEY: But if I could just say -- in the
4 original complaint -- they were named as a defendant in the
5 original complaint. This is not a newly-added defendant.

6 THE COURT: Right. But you can't really tell whether
7 you're changing the transfers or not, from the new complaint.
8 Because -- because of that -- it's not like it all went to the
9 same entity.

10 In the old complaint, the complaint that's on file,
11 transfers that are listed on -- as of coming in on August 1st,
12 2005 in the aggregate amount of, say, a million dollars; when
13 you uncouple them there could be 500,000 to BP and 125,000 to
14 Unifrax and they're not the same -- you know, it's not -- it's
15 not the --

16 MS. HAFHEY: But they were part of the aggregate,
17 though, Your Honor. So they do relate back.

18 THE COURT: That's why I think it's more of a sense of
19 a new party than -- but can we -- let's stick for a second on
20 the other points.

21 Why should I be comfortable given what I've heard from
22 Victory and Timken's counsel, that this is something that can
23 be done in a day or -- you know, a day, in terms of just
24 looking at the chart and fixing it? They're both basically
25 saying that at the end of the day you're asking us -- you're

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1 asking them to take your word for it that we really have
2 unbundled from the original complaint?

3 MR. MILIN: Your Honor, if I may?

4 THE COURT: Because, I mean, Timken's saying that
5 there really is only like an overlap on eight or so out of
6 the -- all of them.

7 MR. MILIN: Your Honor, we volunteered to provide a
8 reconciliation. When we've done so -- we're all in a position
9 to judge whether we've adequately -- whether the reconciliation
10 shows the requisite relation back. Otherwise we're just
11 talking in a vacuum it seems to me. And ultimately that
12 remains -- you know, when we get into the level of detail of is
13 it a check or is it a wire transfer, I certainly don't think
14 you need to decide that today, but I sure don't think that that
15 defeats relationship back if ancillary details --

16 THE COURT: No, I think that that's probably right.
17 But I am troubled by the notion that this isn't -- that this
18 hasn't already been done; and secondly by the assertion that at
19 least with regard to Timken and perhaps Victory, it's not
20 easily done.

21 I don't know -- what?

22 MR. SAYDAH: And the fact that we've briefed it and
23 they didn't respond to it --

24 THE COURT: Right. Okay. Were you going to say
25 something, sir, in between?

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1 MR. SULLIVAN: Oh, thank you. Your Honor -- and I
2 didn't want to jump in before you had fully clarified, but as I
3 understand it, if on a given date in the original complaint
4 there was a transfer for a thousand dollars, and in the amended
5 complaint the transfer had moved to two thousand dollars, I'm
6 understanding that that doubling, at least as we've been
7 discussing it out loud here, could be easily cured according to
8 the plaintiff; and that they would go back to the lower amount?

9 THE COURT: Right. That's correct.

10 MR. SULLIVAN: Okay. I also understand that if the
11 original amount was a thousand dollars, and the
12 second -- the first amended complaint was 1,013 dollars, that
13 the plaintiff is agreeing that it would -- that it would remove
14 the thirteen dollars; that it would go back to the original
15 thousand dollar claim.

16 THE COURT: Right.

17 MR. SULLIVAN: Okay. So are -- when we're talking
18 about doubling, are we only talking about doubling that has
19 occurred on the same date or are we cross-referencing doubling
20 that might have occurred in other transactions on other dates
21 that appear on another date?

22 So for example, if there was a transfer of a thousand
23 dollars on October 1st and then the amended complaint read that
24 it was two thousand dollars, and then on October 5th you pick
25 up the fact that that same transfer was made on that date,

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1 would the October 1st transfer be negated? Or are we only
2 talking about transfers that double as --

3 THE COURT: Well, if the October 5th transfer is --
4 doesn't appear anywhere in the original complaint -- if there
5 was no October 5th transfer in the original complaint, then to
6 my mind that's a new transfer and it's -- it's time bar.

7 MR. SULLIVAN: All right. I mean, here's
8 the -- here's the other reason why I find this -- this
9 situation unworkable. Well, I'm going to pause for now.

10 THE COURT: Okay. All right.

11 MR. SULLIVAN: Thanks.

12 MS. HAFHEY: The hypothetical that was just
13 represented by counsel, I don't believe exists.

14 UNIDENTIFIED SPEAKER: We can't hear you.

15 THE COURT: Okay, but if it does exist, I -- it would
16 be a new transaction and wouldn't be covered by the original
17 complaint, so it wouldn't relate back.

18 MS. HAFHEY: I don't think we have any disagreement
19 with that, Judge.

20 THE COURT: Okay.

21 MS. HAFHEY: I think it fits squarely with what --

22 THE COURT: All right.

23 MS. HAFHEY: -- we've been saying in regards to --

24 THE COURT: So I guess the only issue I have here is
25 perhaps only with three complaints. Timken, Victory Packaging

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1 and Unifrax.

2 Let's leave Unifrax for a second. What's your
3 response to their argument that it's too late to fix this?

4 MS. HAFHEY: I think you actually made our argument
5 for us earlier, Judge, when you stated that we were responding
6 now to the opposition to the motions; and we are. In various
7 conversations I've had with counsel we've talked about -- and I
8 don't want to get into negotiation discussions, but looking at
9 the original complaint value, in regards to -- so I don't think
10 it's too late.

11 THE COURT: Okay.

12 MS. HAFHEY: We've brought it to the Court's attention
13 that there were some first --

14 THE COURT: So -- so let's go to the second point,
15 which is -- we're not talking about two or perhaps three
16 complaints to do -- well, that is more than just a mechanical
17 exercise, I think.

18 MS. HAFHEY: I'm sorry; I didn't understand your
19 point.

20 THE COURT: Well, the Merrill complaint you showed
21 me --

22 MS. HAFHEY: Yes.

23 THE COURT: -- you know, a paralegal could do that in
24 about an hour, right?

25 MS. HAFHEY: Hopefully, yes.

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1 THE COURT: Or less. Or less, I would hope. So, you
2 know, a couple days to do all of these except for Timken and
3 Victory's is probably, you know, in order. Because it's
4 just -- you just go through the schedule. And where it's
5 obvious it's obvious, then you add them up by day and you
6 compare them to the schedule.

7 MS. HAFHEY: That's correct.

8 THE COURT: On Timken and Victory, it's clearly going
9 to take longer and there's more potential for dispute, I guess,
10 about the outcome. But to me it still should -- I would think
11 it could be done by Friday. I mean, I don't see why it
12 shouldn't.

13 MS. HAFHEY: We'll have it done by Friday.

14 THE COURT: Okay. And if, you know, if the numbers
15 don't match up, I think that's the end of it, as far as the
16 difference. The only remaining point is whether -- and this
17 goes I think to Unifrax's point as well. Given that the
18 numbers don't -- if the numbers really don't match up by a lot,
19 then conceivably there's something wrong with the whole
20 process, so that in fact these -- even the ones that are on the
21 same day but are quite different what would be on the -- in the
22 original complaint, could quite conceivably be totally brand
23 new. That the first complaint was just off by a lot.

24 So that, I mean, that issue troubles me. I don't know
25 what we'd do with that. It would seem to me that that -- at

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1 that point there maybe really is just an insurmountable
2 plaintiff at that point.

3 I don't know if that's going to happen, but
4 conceivably it would. I mean, that's basically what Mr.
5 Sullivan is telling me. Right?

6 MR. SULLIVAN: Correct, Your Honor. And you know,
7 it's still troubling to me though that they never responded --

8 THE COURT: Well that's a --

9 MR. SULLIVAN: -- and now they're asking for another
10 opportunity.

11 MS. HAFHEY: You know, I --

12 THE COURT: -- I know you're troubled. But --

13 MR. SULLIVAN: You can't blame me for trying, Your
14 Honor.

15 THE COURT: All right.

16 MS. HAFHEY: And --

17 MR. SULLIVAN: But --

18 THE COURT: I guess I'm trying to give you all clear
19 guidelines for -- so that no one has to come back here for an
20 additional hearing on this issue. And it seems to me, you
21 know, if there is a big difference after you do this exercise
22 between the numbers for say July 14th in the original Victory
23 complaint, and the numbers for July 14th after you pull out any
24 potential double counting in the current complaint, then it --
25 I don't see how you're going to show that's the same

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1 transaction. Because they're just so different at that point.

2 MR. MILIN: Your Honor, with that said the plaintiffs
3 cannot carry their burden on the motion to amend today, until
4 at least they finish that task.

5 THE COURT: Yeah, I think that's right.

6 MR. MILIN: And secondly, Your Honor, you want to
7 be -- please be very specific on what they have to produce and
8 how they're going to match -- match, you know, the first chart
9 to the second chart so that -- somewhat can follow it, so we
10 don't get numbers again that have no meaning.

11 THE COURT: No, I am assuming it would have to be --

12 MS. HAFHEY: By date --

13 THE COURT: -- I guess a blackline. You know, a
14 melding of the two charts. I -- you tell me.

15 MR. SULLIVAN: The only think I can think of, Your
16 Honor, if they say what they did is they broke out transactions
17 out of the first chart, they can list the transactions from the
18 first chart and then list underneath it all the transactions in
19 the second part that are components of the transactions listed
20 on the first chart.

21 THE COURT: Yeah, I guess --

22 MS. HAFHEY: I think that's right.

23 THE COURT: Okay.

24 MR. SULLIVAN: That's the only way to do it.

25 THE COURT: All right. That makes sense. Although

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1 you -- you know, one would be in red and one would be in blue.

2 MR. MILIN: One could be in red and one could be in
3 blue and the orphans could be in green.

4 THE COURT: Okay.

5 MR. MICHAELSON: Your Honor, if I may be heard. There
6 are a lot of capable voices -- this is Robert Michaelson for
7 NXP. There are a lot of capable voices arguing this point, and
8 I patiently listened.

9 Just so there's no mistakes concerning my client's
10 positions, which are similar to Mr. Sullivan's and Mr.
11 Hermann's to a somewhat lesser degree, okay --

12 THE COURT: Okay.

13 MR. MICHAELSON: -- compared to our large network.

14 THE COURT: All right. Well maybe I should give the
15 debtors until Friday to every one of these.

16 MR. MICHAELSON: Right. I just wanted to make sure
17 that you were aware that the debtor is aware that we felt we
18 were --

19 THE COURT: All right. As opposed to distinguishing
20 between people and say some should be done by tomorrow, and
21 some should be done by, you know -- why don't we have everyone
22 be done by Monday?

23 MS. HAFHEY: You read my mind, Your Honor.

24 THE COURT: All right.

25 MS. HAFHEY: We're out traveling until tomorrow --

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1 THE COURT: All right.

2 MS. HAFHEY: So I was going to ask for Mon --

3 THE COURT: Yeah, everyone done by Monday.

4 MS. HAFHEY: Thank you.

5 THE COURT: But -- can I go back to Unifrax now?

6 I -- Unifrax's position, as I understand it, is that it's
7 lumped in with the BP entities, when it really shouldn't be.
8 And because of that it can't really sit down and review these
9 numbers in the way that we've just described, because it would
10 basically have to sit down with BP to do that. Am I right? Is
11 that really the point?

12 MR. THOMAN: Yes, Your Honor. It -- because they
13 failed to allege who the transfers went to, either a BP entity
14 or Unifrax in the original complaint; and now in the amended
15 complaint they -- they've -- you know, some go to BP entities,
16 some go to Castrol, some go to Unifrax.

17 THE COURT: Well if they do the same exercise and
18 provide that information at the same time to you and BP, so you
19 can see that they're not doing the same thing with each one --
20 I mean, or doing different things with each one, then doesn't
21 that solve that problem?

22 MR. THOMAN: If --

23 MS. HAFHEY: And we would do that, Your Honor.

24 MR. THOMAN: If Your Honor's willing to give them
25 another bite at the apple I suppose it could.

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1 THE COURT: Okay. All right. I think that's what
2 should happen.

3 We still haven't dealt with adding new defendants,
4 though. Like Castrol, for example.

5 MR. SULLIVAN: Correct, Your Honor. I was just also
6 seeking clarification with respect to that the blackline will
7 also line up methods of payment by day. So on a certain day,
8 EFT's will be lumped, wires will be lumped, checks will be
9 lumped.

10 THE COURT: Well, why does that matter if the amounts
11 are the same?

12 MR. SULLIVAN: Well, Your Honor, in our case it -- the
13 amounts are vastly different, but -- Your Honor, it goes to the
14 basis of what their original assertion was in the original
15 complaint.

16 THE COURT: No, but if the amounts that were received
17 in the aggregate for that day are the same, what -- I mean,
18 it's the fact that the -- it's the fact that the money was
19 paid, no how it was paid, that ultimately counts, right?

20 MR. SULLIVAN: You're --

21 THE COURT: I mean, I would think that the same
22 transaction requirement is never altered for relation back,
23 just because complaint one said got a check and complaint two
24 said a wire transfer. I mean, it's essentially -- it's a
25 payment, ultimately.

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1 MR. SULLIVAN: It is a payment, Your Honor, but in the
2 original complaint it was identified as a distinct item, or a
3 distinct type of payment, whereas here they're changing that.
4 So it doesn't relate back to that.

5 When they've gone out of their way in their original
6 complaints to specify wire, EFT or check, that should still
7 correspond back and be one of the items that relates back.

8 MS. HAFLEY: And we would agree with you Judge, that
9 there's not a -- the requirement to have to plead that we added
10 onto the exhibit to deprive it -- to provide more additional
11 information to benefit the supplier -- the defendant group to
12 identify these payments, but whether it said wire or EFT the
13 first time, and now it says EFT, I mean, there's --

14 THE COURT: I think it's the --

15 MS. HAFLEY: -- they're just frankly the same types of
16 payments.

17 THE COURT: I think it's the payment -- look. If it's
18 a different amount -- if the complaint lists 125 transfers,
19 where before on that same day they aggregated as 1, but the
20 aggregate amount is the same, I don't think it matters that in
21 the first complaint it said check and in the latter complaint
22 it said ETFs. It's a payment made on that day. I mean, it --

23 MR. SULLIVAN: I understand, Your Honor.

24 THE COURT: I just think it's a -- I mean, it's
25 different, I think, qualitatively -- quantitative -- qualitatively,

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1 than materially, saying you know, it was a diff -- it doesn't
2 matter how the transfer was made, it's that there was a
3 transfer.

4 On the other hand, if it looks like it was a different
5 amount that was paid that day, then it may be relevant.

6 MR. SULLIVAN: Your Honor, I --

7 THE COURT: I mean, for the debtors to try to show the
8 other side, but I think you're -- you don't even need it then.
9 It doesn't matter if they made it -- if they paid a thousand
10 dollars on day one by check and they say that they paid two
11 thousand dollars on day one now by check. The fact that it was
12 made by check doesn't matter. It's still very -- over a
13 thousand dollars -- there's a problem.

14 MR. SULLIVAN: Correct, Your Honor. It's just -- our
15 concern is that in the original complaint it said there was a
16 check on a certain date for 500, and now it says there's a
17 check on that date for 1.5 million.

18 THE COURT: Well, that's a problem. But that's
19 because --

20 MR. SULLIVAN: It is.

21 THE COURT: -- there's a difference between 500 and
22 1.5 million --

23 MR. SULLIVAN: Correct, Your Honor.

24 THE COURT: -- not because one was a check and one was
25 an ETF.

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1 MR. SULLIVAN: But there are also ETFs on that day and
2 a wire that add up, I think, to 1.1 which again, there is still
3 a 400,000 dollar problem but.

4 THE COURT: Okay. All right. Well, again, if there's
5 a material difference, if we're not talking about, you know,
6 pennies here, but if there's a material difference then I think
7 we're in the realm of what Mr. Sullivan is saying which is we
8 can't trust that you really are unbundling and I think that's a
9 real problem for the debtors in terms of relation back.

10 MR. MILIN: Your Honor, we understand what -- that we
11 need to provide a reconciliation and I'll repeat what I said
12 before that until that happens we're talking in the abstract --
13 you know, the Rule 15 relationship back standard's fairly well
14 developed in the law.

15 THE COURT: Okay. But I can't -- I cannot -- I will
16 hold off on my ruling on the relation back issue until -- well,
17 you need time to review it -- till next Friday a week from
18 today. So, you'll get this information by Monday and we'll
19 check with people on Thursday as to whether I should rule or
20 not.

21 If you all want to submit -- I mean my hope is that
22 everyone will reach agreement that may well be a vain hope for
23 a lot of people but if you need a ruling and you need more time
24 then I'll delay it further but I guess I want a reality check
25 by next Thursday and then we'll contact the parties then.

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1 It would be useful, therefore, to have for the debtors
2 a list of all of the objectors who have raised the relation
3 back point so that we know who we're dealing with here. So,
4 you all should give that information to the debtors. Not
5 everyone raised this point. All right. So, I would assume by
6 the end of the day tomorrow you'll have alerted the debtors'
7 counsel to the fact that you raised this issue in your
8 pleadings and point them to where you raised it so they'll have
9 your contact information, can send you the chart they're going
10 to assemble, the reconciliation. Okay? All right.

11 MR. MILIN: Your Honor, a few other relation back
12 issues and you've mentioned the defendant relationship back.
13 First, some confusion on our end. We thought there was a
14 mention of Castrol or a Castrol entity.

15 THE COURT: Right.

16 MR. MILIN: I'm looking at the complaint and the first
17 amended complaint and the captions look the same. Perhaps I'm
18 missing something.

19 THE COURT: Right. I thought BP alleged that they
20 added Castrol. Maybe I was wrong.

21 MR. MILIN: I can -- there are defendants who've
22 raised the issue. The one that I know of standing here is
23 Wells Fargo so the issue arises. I just don't see that it's a
24 Castrol.

25 THE COURT: Okay. Did I read that wrong?

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1 MR. SULLIVAN: Your Honor, for clarification, I don't
2 believe that we asserted that Castrol was added.

3 THE COURT: Okay.

4 MR. SULLIVAN: I think it came out of the confusion
5 with Unifrax saying it's like Your Honor's comment.

6 THE COURT: Okay.

7 MR. SULLIVAN: It was like adding another.

8 THE COURT: All right. So are we just -- who are
9 dealing with, then, as far as the objectors on the new parties
10 issue? New defendants?

11 MR. SULLIVAN: Your Honor, actually, can I throw in
12 one more additional wrinkle?

13 THE COURT: Okay.

14 MR. SULLIVAN: On the BP Unifrax there's also a
15 defendant BP Microsystems which isn't affiliated with BP and
16 they're listed as resolved.

17 THE COURT: Okay.

18 MR. SULLIVAN: So, there's --

19 THE COURT: Right.

20 MR. SULLIVAN: -- three entities that need to be
21 broken out.

22 THE COURT: Right. That's right. You need to carve
23 them out of these transfers.

24 MR. SULLIVAN: And I'm curious because the agenda
25 actually shows that Unifrax is resolved so I need to call Mr.

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1 Thoman and see why he's on the phone still but --

2 MR. THOMAN: I can assure you we are not resolved.

3 MR. WURST: Good afternoon, Your Honor, Ruskin Moscou
4 Faltischek, Jeff Wurst on behalf of Wells Fargo Bank. We are
5 one of two Wells Fargo issues that are here today. We're
6 seated with our colleagues who are here for another division of
7 the bank but we are the group that falls into this category
8 originally named -- the original complaint names our defendant
9 as Wells Fargo Business and Wells Fargo Minnesota. The
10 amended complaint names us a Wells Fargo Bank, N.A. So, just
11 to preserve that issue on the record, I'll bring it forward
12 now.

13 THE COURT: Okay.

14 MR. MILIN: May I respond, Your Honor?

15 THE COURT: Yes.

16 MR. MILIN: It's pretty straightforward. Wells Fargo
17 did object and they rely on the case of Schiavone v. Fortune,
18 477 U.S. 21 and they argue that the rule, being Rule 15, and
19 they're quoting Schiavone "Does not allow an amendment to a
20 complaint that adds dependents who are not named originally due
21 to a lack of knowledge on the part of the plaintiffs as the
22 lack of knowledge."

23 A year ago, the Supreme Court decided Krupski v. Costa
24 Crociere. That's K-R-U-P-S-K-I and C-O-S-T -- excuse me;
25 C-O-S-T-A, separate word, C-R-O-C-I-E-R-E, 130 Supreme Court

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1 2485 (2010).

2 THE COURT: All right.

3 MR. MILIN: Schiavone is now bad law.

4 In Krupski the Court hold -- held the question under
5 Rule 15(c)(1)(C)(ii) is not whether Krupski knew or should have
6 know of the identity of the new defendant as the proper
7 defendant but whether the new defendant knew or should have
8 known that it would have been named as a defendant but for an
9 error.

10 Rule 15(c)(1)(C)(ii) asks what the prospective
11 defendant knew or should have known during the Rule (4)(m)
12 period not what the plaintiff knew or should have known at the
13 time of filing her original complaint. And so Wells Fargo
14 argument is simply cites the wrong legal standard and they
15 don't address the issue under the right legal standard. And
16 clearly when plaintiffs -- when the debtors originally
17 inadvertently apparently named divisions or BBAs of Wells Fargo
18 instead of the actual Wells Fargo, we were mistaken as to the
19 name of who we were paying money to.

20 The transactions were identified when clearly Wells
21 Fargo was in a position to know that we were complaining about
22 transactions that we filed then and under Krupski that's the
23 relevant question.

24 MR. WURST: Counsel raises some very interesting
25 points, however, if we take a look at what Wells Fargo knew or

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1 should have known the fact is that at the time the case was
2 commenced and at the time that -- years -- years later when
3 Wells Fargo was served with the complaint, Wells Fargo knew
4 nothing about the Delphi case. Wells Fargo did not provide
5 goods nor services to this debtor. It was simply a factor to a
6 company that provided goods or services to the debtor; a
7 company that is -- a company or two companies that are long
8 defunct. So, we'll get to those issues, that was the other
9 point I would raise, when we get to prejudice which Your Honor
10 raised much earlier this morning. But at the time the
11 complaint was filed and at the time the complaint was served
12 some years la -- two and a half years later, Wells Fargo did
13 not know about the existence of the Delphi bankruptcy, they had
14 no reason to. So, the burden really is on the debtor to have
15 gotten his facts straight. They were the ones making the
16 payment to Wells Fargo for the account of the defunct account
17 debtor but -- Wells Fargo's account debtor or facted client.
18 So, I don't necessarily buy counsel's argument.

19 MR. MILIN: Your Honor, it's not part of my argument,
20 it's part of the Supreme Court's decision in Krupski which
21 makes clear what the pertinent issue is. That is --

22 THE COURT: But counsel is basically saying they
23 didn't know anything about the complaint whether there was a
24 mistake or not because they didn't see it.

25 MR. MILIN: Well, I guess I'm confused. If, in fact,

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1 the claim is that we named -- we filed a complaint against
2 Wells Fargo Business and Wells Fargo Minnesota and the current
3 defendant knew absolutely nothing about it at that time, I find
4 that perplexing and I suppose it's a fact issue.

5 If the argument -- I think what the argument is is
6 simply repackaging an issue that isn't up today which is the
7 alleged prejudice that flows from the procedural history of
8 this case. And if that's the case, I think that's for another
9 day.

10 THE COURT: Okay. I guess the -- I understand the
11 latter point. I just want to go back though -- just a second.

12 (Pause)

13 THE COURT: I guess ultimately is the mistake
14 versus -- well, is the knowledge of -- the plaintiff here, I
15 think, is largely irrelevant on this -- under these particular
16 facts, right.

17 MR. MILIN: Well, I think under Krupski, yes.

18 THE COURT: Because there was nothing that the
19 defendant knew at all so it wouldn't be relevant.

20 MR. MILIN: Well, I --

21 THE COURT: The focus is on what the defendant would
22 have taken away from the filing. Since the defendant didn't
23 see the filing it wouldn't have taken anything away from it.
24 It wouldn't have garnered any information from it at all
25 because it didn't have it.

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1 That Krupski puts the focus on what's the debt the
2 defendant garners by way of information from the inaccurately
3 named defendant in the complaint. There was nothing for the
4 defendant here to take away from the inaccurately named
5 complaint because it didn't have it.

6 MR. MILIN: Well, I guess I don't understand that.

7 THE COURT: So, I'm saying it's irrelevant. That
8 factor doesn't seem to fit into this analysis at all at this
9 point.

10 MR. MILIN: I think for the first time today I'm not
11 following.

12 THE COURT: All right. Well --

13 MR. MILIN: Let me try it again.

14 THE COURT: Okay.

15 MR. MILIN: The question under Krupski is whether when
16 Wells Fargo Business and Wells Fargo Minnesota received a
17 complaint whether Wells Fargo recognized that we're the legal
18 entity not these other names on the complaint and so we're the
19 intended defendant.

20 The fact that Wells Fargo upon realizing that
21 someone's intending to sue us said we don't understand what
22 we're being sued for is not the question under relation back.
23 I mean assuming for sake of argument that that was their
24 reaction. I mean when you -- you know, again, I find it
25 hard -- first of all, I didn't hear counsel for Wells Fargo say

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1 but in any case I certainly find it perplexing that when they
2 got the complaint that they didn't understand that it was the
3 legal entity and not the incorrectly named nonlegal entity that
4 was intended to be sued in this lawsuit.

5 THE COURT: Okay. Well, all right, I understand that.
6 So, when they ultimately learned of the complaint, you're
7 saying that their understanding was that they were the ones who
8 were meant to be sued?

9 MR. MILIN: Um-hum.

10 THE COURT: Okay.

11 MR. MILIN: And I think that's the question that
12 matters under Krupski.

13 THE COURT: So, what's the response on that?

14 MR. WURST: As much as those of us related to finance
15 consider Wells Fargo to be a great trade name if we Google --
16 well, maybe not Google because Wells Fargo pays a lot of money,
17 I'm sure, to be well-recognized, if you look on a -- in the
18 proverbial Yellow Pages or White Pages, there are many
19 different Wells Fargos. My home alarm company happens to be a
20 company called Wells Fargo Alarms. So, there are many
21 businesses around the country that are named Wells Fargo --

22 THE COURT: But in terms of ones that have
23 relationships with Delphi?

24 MR. WURST: Well, the problem, Judge, --

25 THE COURT: And is --

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1 MR. WURST: -- is that Wells Fargo, you know, is a
2 pretty big bank and its relations with Delphi were real small.
3 It took an incredibly long time for the people crunching
4 through the computers to find what the nexus was.

5 THE COURT: To me --

6 MR. WURST: So -- I do want to respond to counsel's
7 comment that we did not address this paragraph 63 of our
8 papers. It does address it. I'm not going to take your time
9 of -- because too much time has been taken on side stuff but we
10 do address it, we do address the legal standards, we do address
11 Anderson against Allstate and Thurman. So, I'll leave
12 paragraph 63 of our brief to respond to that but --

13 THE COURT: Do you -- I guess my --

14 MR. WURST: -- the fact is it was not an easy find.

15 THE COURT: But I -- to me I think that's a fact issue
16 that we need to develop in a hearing along with prejudice.

17 MR. WURST: It still comes down to notice issue. And
18 again, what makes Wells Fargo different from others is that if
19 we look at the service of process they were not served with any
20 motion, they were not served with any of the extension motions,
21 any of the 4(m) motions --

22 THE COURT: All right. But that --

23 MR. WURST: -- they were not served with the plan of
24 reorganization --

25 THE COURT: Right.

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1 MR. WURST: -- with the disclosure statement. They
2 had no notice of these proceedings until April of 2010 when
3 they were served with this complaint.

4 THE COURT: All right. Okay.

5 So, that issue is still -- the issue of relation back
6 here is still a live issue. It needs to be developed on the
7 facts as far as Wells Fargo is concerned.

8 MR. MILIN: Okay. And, Your Honor, I believe those
9 are the only relation back issues that relate to the complaint.
10 Obviously, if there's a further amended -- relate to the
11 pending amended complaint a further amendment is allowed,
12 there's hypothetical other issues that might arise but I assume
13 you don't want to hear hypothetical other issues.

14 THE COURT: Okay. All right.

15 Okay. So, what remains? Are we at the fourth
16 extension challenge or are there other issues still on the
17 motion to amend?

18 MS. HAFHEY: I believe so, Your Honor.

19 MR. SULLIVAN: Your Honor, James Sullivan counsel for
20 Timken. I don't know if now is the time you want to address it
21 but with respect to futility, we still have the issue that the
22 debtors did not comply with Your Honor's directives at the
23 December 17th hearing to brief individualized issues.

24 THE COURT: Well --

25 MS. HAFHEY: And then again, I thought we --

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1 THE COURT: I think we've dealt with that.

2 MR. SULLIVAN: Maybe I came back late from the
3 bathroom and I apologize, Your Honor.

4 THE COURT: Well, to br -- I mean there are factual
5 issues that I've given them until -- specific dates to deal
6 with.

7 MR. SULLIVAN: Did you deal with dates on the
8 calendar?

9 THE COURT: Yes.

10 MR. SULLIVAN: Okay. So, I must have been in the
11 bathroom. I apologize.

12 THE COURT: I don't think you were. I was looking
13 right at you.

14 MR. SULLIVAN: I have no dates written in my -- in
15 my --

16 THE COURT: I said by next Monday they have to provide
17 the charts and we'll check with the lawyers who give counsel
18 their names as to the different amounts by -- on Thursday to
19 see if I should be ruling or not.

20 MR. SULLIVAN: Well, on relation back, Your Honor, I'm
21 talking about other issues like laches and judicial estoppel
22 and other kinds of arguments that were briefed and that you
23 ordered them to be briefed and they decided not to.

24 MS. HAFHEY: Then again --

25 THE COURT: Well, let me turn to my order.

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1 MR. SULLIVAN: Well, it was in the transcript. It
2 wasn't in the order, Your Honor. It was in the December 17th
3 hearing. And in the Togut sur-surreply, they basically
4 acknowledged that since your December 17th oral ruling was not
5 in the order they decided that they -- that they felt it was
6 optional whether or not they wanted to comply with it. That's
7 basically what the Togut sur-surreply replies said.

8 MS. HAFHEY: Well, that --

9 THE COURT: Well, I think that's a good point. I
10 mean, the order governs this.

11 MS. HAFHEY: I would not agree that that is the
12 reorganized debtors' position at all, Your Honor.

13 THE COURT: Well, all right.

14 MS. HAFHEY: We think the hearing, this Court made
15 clear that what we were dealing with today were the Twombly
16 Iqbal pleading standards.

17 THE COURT: Well, that's what my order -- that's why I
18 said I think the order governs. Well, the two orders. There's
19 the December one and there's the --

20 MS. HAFHEY: The Dec -- the September 7th --

21 THE COURT: -- and there's the September one.

22 MS. HAFHEY: Right.

23 THE COURT: And I think neither of them requires a
24 pleading on laches.

25 MR. SULLIVAN: Well, your December 17th -- if during

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1 the status conference on December 17th and we briefed it my
2 surreply and I quoted all the relevant provisions in your --
3 in -- from the transcript, you know, I personally would take an
4 oral direction during a hearing from Your Honor as being an
5 order. Perhaps it wasn't reflected in the order but I wouldn't
6 view that as being an optional kind of thing which I could so
7 cavalierly disregarded, Your Honor. That's just my thought.

8 (Pause)

9 MR. SULLIVAN: If you look in my surreply that I --

10 THE COURT: No, I'm rea -- I'm looking at it right
11 now.

12 MR. SULLIVAN: It's at the bottom of page 2.

13 MS. HAFLEY: If I can remind the Court this morning, I
14 pointed the Court to paragraph -- one of the paragraphs is
15 32nd -- 36, excuse me, where this Court said, "I understand
16 that people like to have a complete resolution on that
17 particular claim. But I don't think that can happen on an
18 omnibus basis. What could happen is an analysis of the amended
19 complaint, whether it's on its face it's unlikely to succeed
20 and/or fail on the Twombly Iqbal standards, and that's already
21 been briefed. And it's quite possible that by the time the
22 hearing on the 17th is over we'll be down to, just as we've
23 already come down to in the claims that were issued this
24 summer, to a smaller amount."

25 And what the Court was talking about there is there

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1 are -- were remaining issues from the July -- excuse me --
2 yeah, it's the July hearing. And the question was whether or
3 not we were going to be discussing laches prejudice at this
4 hearing. And the determination, it was our understanding, that
5 that was not going to be the case.

6 THE COURT: I don't -- I don't think that you could --

7 MR. SULLIVAN: I have the transcript.

8 THE COURT: -- I don't think you can default on the
9 basis of this. I mean, we set up what would be at issue in
10 this hearing. I don't --

11 MR. SULLIVAN: Right, but there was a long discourse
12 about whether or not we were going to require them to brief all
13 the issues, but we thought it would help lead to a resolution
14 of the process even if we weren't going to be having
15 individualized hearings at today's hearing, Your Honor. And,
16 you know, certainly --

17 THE COURT: Well, that's not on page 2 of your motion,
18 that long discourse.

19 MR. SULLIVAN: Pardon me? I didn't quote the whole
20 discourse, Your Honor. But I thought that that was enough of
21 it for you to get the flavor. But --

22 THE COURT: It's not. It doesn't say anything about
23 briefing.

24 MR. SULLIVAN: Well, I have the transcript, Your
25 Honor. You can probably go back a page or two on it to

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1 probably to get the flavor of it. If you'd like, I can quote
2 it. But that was the briefing why you ordered them to brief
3 all these issues, because it was going to help --

4 THE COURT: Where's the order?

5 MR. SULLIVAN: -- resolve all the issues.

6 THE COURT: I don't -- what order?

7 MR. SULLIVAN: I meant the oral -- I'm sorry, I
8 probably --

9 THE COURT: All right, why don't you show me the
10 section of the transcript that you're referring to? Clearly,
11 this supplemental objection just doesn't cut it on that. It
12 just doesn't say that on page 2.

13 MR. SULLIVAN: Your Honor, if you look at the brief, a
14 surreply that the Togut firm's filed, basically acknowledged --

15 THE COURT: I'm trying to figure out what you wrote.
16 I just don't see it. It's not on page 2. There's nothing
17 about directions from me to brief anything.

18 MR. SULLIVAN: Okay, the quoted language -- you know,
19 I think this goes not, but I guess --

20 THE COURT: They've already dealt with the laches
21 issues. They've basically said there's no laches --

22 MR. SULLIVAN: Your Honor --

23 THE COURT: -- because they're relying on my 4(m)
24 orders. It's already -- I told people in September or actually
25 in July when we had the argument. You don't have to brief any

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1 of this all over again. It's already in the record; your
2 positions and their positions on 4(m). And laches is just, you
3 know, a tail of that.

4 MR. SULLIVAN: Well, it's just one of the issues. I
5 mean, I think if you call the defendants here, I think they
6 would all probably -- what they took away from it, Your Honor,
7 was that they were going to have to brief all the issues. And
8 even the Togut firm, when they submitted the tertiary reply,
9 they basically acknowledged the fact that, you know, your
10 directive -- they acknowledged that your directive required
11 them to brief these issues, but yet they felt --

12 THE COURT: Well, you have a chart. It says
13 antecedent debt. We dealt with that. Not more than Chapter 7;
14 we dealt with that. Transfer from a non plaintiff; we dealt
15 with that. Rule 15 relation back, alleged transfers on account
16 of assumed contracts, and alleged transfers on account of
17 previously released claims; we dealt with all of these things
18 on your chart, none of which is laches.

19 MR. SULLIVAN: Your Honor, I have a second chart on
20 there as well. And at the bottom, I have a footnote. It says
21 this charts lists some but all -- but not all of defendants'
22 objection to which plaintiffs failed to respond.

23 Additionally, for example, at least forty defendants
24 raised laches to which plaintiff acknowledged by footnote, they
25 failed to address.

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1 THE COURT: They're already addressed it. They -- we
2 dealt with this last summer.

3 MR. SULLIVAN: They never specifically
4 individualized -- addressed the argument that Timken raised.
5 That's for sure, Your Honor.

6 THE COURT: It's the same point.

7 MR. SULLIVAN: They never responded, Your Honor, and
8 they didn't respond a month -- a year ago --

9 THE COURT: Their response is they got an order.

10 MR. SULLIVAN: -- and they didn't respond -- Pardon?

11 THE COURT: Their response is they got four orders,
12 and I said that issue is still a live issue.

13 MR. SULLIVAN: My -- the present argument has nothing
14 with the four extension orders, Your Honor. They were supposed
15 to respond to each individualized argument that --

16 THE COURT: No.

17 MR. SULLIVAN: -- the defendants raised --

18 THE COURT: What is -- just briefly. What is your
19 laches argument?

20 MR. SULLIVAN: The primary issue, dealing with is
21 prejudice, is the fact that the -- at or about the time that
22 the preference action was brought, Timken had just sold its
23 claim for 102 cents on the --

24 THE COURT: We dealt with that. It's on the
25 transcript. I read it yesterday. I reread the July

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1 transcript, and we dealt with that issue then. There's no
2 reason why they had to respond to it again. We dealt with it.
3 Remember?

4 We had the whole talk. Why would someone buy your
5 502(h) for more than a hundred cents on the dollar when it
6 presumes that there's been a preference, and therefore showing
7 that there's less recovery? We went through all that.

8 MR. SULLIVAN: Your Honor, then I'm not sure what the
9 quoted language deals with. Why would they have to respond
10 with a few --

11 THE COURT: Well, all right. Give me the quoted
12 language, because the language you've quoted on point 2 just
13 doesn't say that. Just give me the transcript section that
14 you're relying on.

15 MR. SULLIVAN: Okay. It's on page 40 --

16 THE COURT: No, no. I -- you're going to have to --
17 just give me the section of the transcri -- give me the
18 transcript's pages that you're relying on, because --

19 MR. SULLIVAN: Your Honor, this counsel behind me are
20 asking if we can get, like, a couple of minutes break so we
21 could kind of maybe highlight the language for you. Would that
22 be a --

23 THE COURT: Why don't just someone gi -- I could read
24 it while you're highlighting. Someone give me a copy of it. I
25 mean, I know it's here because someone gave me their version of

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1 it --

2 MS. HAFHEY: I did, Your Honor.

3 THE COURT: -- several hours ago.

4 MS. HAFHEY: Now, I'm having trouble finding it,
5 because I don't happen to have --

6 THE COURT: Right. Wait a minute. Wait a minute. I
7 know it's here somewhere, actually. And it should be loose.
8 I'll take a look.

9 (Pause)

10 MR. SULLIVAN: Your Honor, I guess -- here's a copy of
11 the transcript. And it really -- the discussion really starts
12 on page 40. I only quoted direct -- what I thought was the key
13 language on page 42.

14 MS. HAFHEY: And it actually --

15 MR. SULLIVAN: Start on page --

16 MS. HAFHEY: -- starts earlier.

17 MR. SULLIVAN: -- 40 just to give a little bit of
18 background.

19 MS. HAFHEY: It actually starts on page 38. Would you
20 like a copy, Your Honor? We have another --

21 THE COURT: No, I'm just -- I'm sure I'm completely
22 compulsive here. I just hate things seemingly evaporate when I
23 know they were handed to me, but you've given me the new --
24 another copy. So let me take a look here.

25 (Pause)

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1 THE COURT: Okay. I still -- I'm still not -- don't
2 understand your point, Mr. Sullivan.

3 MR. SULLIVAN: I mean, Your Honor, even Togut, in
4 their --

5 THE COURT: No, no, no. Let's skip what Togut said,
6 okay? He -- first of all, the counsel from Togut here
7 disagrees with you about what he said. But, I mean, we're
8 talking about -- starting on page 39, Mr. Winsten says well, my
9 concern, Your Honor, is that Delphi is only filing an omnibus
10 brief on the few global issues in advance of February 17 and is
11 not responding to the individualized issues that have been
12 raised by each of the defendants that we really aren't
13 advancing the ball in terms of getting these cases resolved.

14 Okay, and then I say after he repeats himself well, I
15 need to -- I need to distinguish what you're referring to as
16 the individualized issues. If they're issues about notice, I
17 think we've already addressed that. If they're issues about
18 the merits or the preference claim; he says yes. I say you
19 know, I guess I have a hard time dealing with that except with
20 regard to assumed contracts and the solvency issue that you've
21 raised in an omnibus hearing.

22 Oh, no, Your Honor, I'm saying something else, he
23 says. I'm not saying that the case-by-case gets dealt with on
24 February 17th. What I'm saying instead is this: I'm
25 suggesting, in fact urging, that Delphi be required in each of

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1 these seventy-seven cases to respond to all of the arguments
2 raised by each of the defendants, including the case-by-case.

3 And you know they can file an omnibus on the few
4 global issues, but there ought to be individualized briefs in
5 each -- on each issue, forcing them to focus on these cases
6 because at some point we're going to have a case-by-case
7 hearing. And so, they're going to have to do it in any event.
8 And I think it would be a very positive event.

9 So then I say well, can you give me a couple of
10 examples on specifically what you're talking about? Sure. On
11 Affinia, for example, they're suing Affinia for five million.
12 And on three of the five million, the antecedent box is blank.
13 On the rest of them, all they've put in as evidence of the
14 antecedent debt is the check they claim they used to pay the
15 transfer.

16 And then here's the key lang -- this is -- this is it.
17 The Court: but those are -- that's covered by the Twombly and
18 Iqbal points. I'm assuming they're going to respond on each of
19 those, the individual points relating to Twombly and Iqbal and
20 whether they're pleading on its face is right or not. And then
21 he says if they're going one omnibus brief, Your Honor, I tend
22 to think they're not.

23 And then I say well, I would think they would have to.
24 They're doing an omnibus brief, but they're going to have to
25 carve out two -- outer two on each of these points, but these

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1 points are the ones that go those issues, not facts issues like
2 laches.

3 MS. HAFHEY: That was our understanding, Your Honor.

4 THE COURT: I mean, I -- and then Ms. Calton, also for
5 Affinia, makes a similar point about different plaintiffs and
6 different transfers and different debtors. And then I say no,
7 I -- but again, we're talking about -- I'm sorry, maybe this
8 terminology is misleading people. And that's where I get into
9 the language you quote.

10 But we're talking about whether the face of the
11 complaint works, not whether they've done something like
12 laches.

13 MR. SULLIVAN: Right, I saw the -- you're talking
14 about -- there's two issues; a and b. A is one that has the
15 most -- for the purposes of a Rule 15 motion --

16 THE COURT: Right.

17 MR. SULLIVAN: -- is the individualized issues it
18 relates to. And b, as it such --

19 THE COURT: I just -- I just don't --

20 MR. SULLIVAN: -- would be Twombly and Iqbal.

21 THE COURT: -- I think you're putting a lot of weight
22 on that point. And given the context, it just doesn't -- it
23 doesn't support it.

24 MR. SULLIVAN: Okay, I mean, I can --

25 THE COURT: And there was --

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1 MR. SULLIVAN: -- tell you that --

2 THE COURT: -- there was no contemplation that we were
3 going to deal with laches today.

4 MR. SULLIVAN: I can tell you universally all the
5 counsel for the defendants disagree with that.

6 THE COURT: Well, really?

7 MR. SULLIVAN: I -- I swear. I'm not making this up.

8 THE COURT: I mean, the surreplies don't -- I mean --

9 MR. SULLIVAN: We were shocked when -- we were --
10 literally, we were all shocked --

11 THE COURT: All right. What are the issues besides
12 laches?

13 MR. SULLIVAN: Well, there were a number -- for
14 example -- I can't speak for everybody. For Timken, for
15 example, one of our arguments was that a settlement that was
16 reached between the debtors and Timken are --

17 THE COURT: We dealt with that. I agree with you on
18 that. We dealt with that. I said they're going to have to --
19 you're going to show to them. They're going to have to respond
20 to you by tomorrow on that.

21 MR. SULLIVAN: But with a slightly different argument,
22 but --

23 MS. CALTON: Your Honor?

24 MR. SULLIVAN: -- but --

25 MS. CALTON: This is Judy Calton for Rotor Coaters.

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1 We were secured by right of setoff. We thought that was a both
2 pleading (b)(5) issue and an individualized issue just as an
3 example.

4 MS. HAFLEY: Your Honor, I think it's important to
5 note what's the last issue of what the Court said in the
6 hearing is that we were then going to set up individualized
7 hearings and briefing to cover the rest of these issues, and
8 that was the context of our conversation that day, because it
9 was a recognition that in today's hearing there was not going
10 to be time nor the place for all of the defendants to talk
11 about individual issues.

12 THE COURT: All right.

13 MR. SULLIVAN: And Your Honor, the fact that they
14 didn't even brief the specific issues dealing with the
15 contracts, again, leads us to believe that they were
16 universally just disregarding Your Honor's directives. So --

17 THE COURT: Well --

18 MS. HAFLEY: In --

19 THE COURT: -- I'm sorry. I've now looked at all of
20 the pages of your exhibit. I ruled on judicial estoppel
21 already. And we already dealt with laches. I mean, I --
22 there's nothing else in here as far as Timken's concerned. Is
23 there?

24 MR. SULLIVAN: Well, it's -- I can get into some of
25 the issues. I briefed them all. But the settlement I'm

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1 talking about was the settlement at its -- of its proofs of
2 claims.

3 THE COURT: Right.

4 MR. SULLIVAN: There were two settlements. One that
5 predated the filing of the claim, one that postdated it.

6 THE COURT: Right. And --

7 MR. SULLIVAN: And it was after the statute of
8 limitations --

9 THE COURT: -- and you've provided those settle -- we
10 already dealt with that. I said -- you provided to them. You
11 did that, and I said they have to get -- they have to deal with
12 that by tomorrow.

13 MR. SULLIVAN: Actually, I think you said the end of
14 today with respect --

15 THE COURT: All right. Well, fine.

16 MR. SULLIVAN: -- to the Timken motion, so --

17 THE COURT: That's true. We shortened it. Okay. So
18 what's the answer on that one?

19 MS. HAFLEY: We're prepared to deal with it. Mr.
20 Radom will.

21 MR. RADOM: Your Honor, the Timken contract that was
22 assumed related to certain Grand Rapids, Michigan facilities.
23 The POs -- that there are other POs that were not assumed that
24 related to other Delphi facilities. The waiver only relates to
25 Grand Rapids, not to any other facilities.

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1 THE COURT: Okay. It's --

2 MS. HAFHEY: And we have the notices -- the affidavits
3 served is that the notices of that assumption with us as well.

4 THE COURT: Is this separate from the settlement
5 you're referring to?

6 MR. SULLIVAN: Yes, Your Honor.

7 MR. RADOM: I'm sorry, I didn't understand that.
8 What's separate from the --

9 THE COURT: There's a separate settlement.

10 MS. HAFHEY: This is the agreement that Mr. Sullivan
11 said he sent to me this week --

12 THE COURT: Right.

13 MS. HAFHEY: -- that I was to look at. That's what
14 we're referring to. So if there's something else, we
15 definitely provided it.

16 MR. SULLIVAN: Your Honor, I fully briefed the
17 settlement issue, which is separate and apart from the contract
18 assumption issue.

19 (Pause)

20 MR. SULLIVAN: Would you like me to point you to it?

21 THE COURT: No, I just read it.

22 (Pause)

23 THE COURT: Where is the settlement that you're
24 referring to?

25 MR. SULLIVAN: Where are the settlement agreements,

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1 Your Honor?

2 THE COURT: Yes.

3 MR. SULLIVAN: They're on the docket.

4 THE COURT: Do you know how many items are on the
5 docket in this case?

6 MR. SULLIVAN: I don't have --

7 THE COURT: Did you provide a copy of the -- your
8 supplemental reply to chambers, by the way?

9 MR. SULLIVAN: I did, Your Honor.

10 THE COURT: Did he, John? Look.

11 MR. SULLIVAN: I apologize, Judge, I didn't bring a
12 copy of it.

13 THE COURT: I'm sorry. This -- and I guess I was
14 getting upset because I saw that you also briefed and expect
15 the debtors to the issue of judicial estoppel, which I already
16 ruled on in an order.

17 So I view this as a kitchen sink, and I don't think
18 that the transcript you're relying can lead to the debtors
19 being precluded from responding on that issue. We'll set a
20 time for them to respond to it today.

21 MR. SULLIVAN: With respect to -- with respect --
22 going back to the contract assumption issue, Your Honor, we
23 didn't really fully resolve that.

24 THE COURT: Well, I mean, it seems like it's an open
25 issue. He says that it's a release as to specifically assumed

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1 purchase orders, not a general release.

2 MR. SULLIVAN: And you're -- that's correct, Your
3 Honor. It didn't -- it wasn't a general release. I never said
4 it was.

5 THE COURT: All right.

6 MR. SULLIVAN: But the firm should be -- I've
7 requested, pursuant to Your Honor's direction, for -- I told
8 them which contracts it was, and they haven't come back with
9 any information. I asked for the POs and the invoices to which
10 this relates, so I can come to the determination of whether or
11 not any of these transactions relate to these contracts which
12 were assumed. And they've failed and refused to respond to any
13 of my inquiries in contravention of Your Honor's directive.

14 MS. HAFHEY: Your Honor --

15 MR. RADOM: Your Honor, I think we're in a position to
16 identif -- I mean, if there are --

17 THE COURT: When did they --

18 MR. RADOM: -- purchase orders --

19 THE COURT: -- when did they get this document?

20 MR. SULLIVAN: Originally October of 2010, Your Honor,
21 and I've sent numerous e-mails. And I've submitted a
22 declaration, Your Honor, attaching copies of the e-mails.

23 MS. HAFHEY: Your Honor, we've provided them with the
24 PO numbers that we claimed were not assumed. I can't say if it
25 came in October. I know I got it this week on June 16th at --

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1 it was 10:40 p.m.

2 THE COURT: All right.

3 MR. SULLIVAN: Your Honor, I received nothing. The
4 first time they reached out to me was, I think, on Saturday.

5 MR. RADOM: Your Honor, we're happy to respond. If
6 you can give us a few days, we're happy to try and provide a --
7 an --

8 THE COURT: Okay.

9 MR. RADOM: -- ex par -- file a response
10 to --

11 THE COURT: I think that's --

12 MR. RADOM: -- final response to --

13 THE COURT: -- I think that's what should happen.
14 They -- you should respond by Monday on this.

15 MR. RADOM: Thank you, Your Honor.

16 THE COURT: With the facts on the different orders.

17 MR. RADOM: So just so I understand.

18 THE COURT: It'll be part of the --

19 MR. RADOM: Talking to --

20 THE COURT: -- it'll be part of the exercise in doing
21 the chart.

22 MR. RADOM: -- what we're talking is -- as I
23 understand we're talking two agreements. We're talking this
24 assumption agreement, which relates to specific facilities, and
25 then Mr. Sullivan is saying --

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1 THE COURT: There's a --

2 MR. RADOM: -- a separate settlement --

3 THE COURT: -- settlement of a claim that doesn't
4 specifically have a release in it, but the argument is that
5 it's -- it covers the entire claim, including a final 502(d)
6 claim.

7 MR. RADOM: Did he identify the docket number?

8 THE COURT: It's attached to some declaration that was
9 submitted in connection with the July hearing.

10 MR. RADOM: Okay, Your Honor. Thank you.

11 THE COURT: The Hart declaration. Okay. Are there
12 other issues besides laches in this release issue that people
13 want to raise?

14 MR. NAYAK: Your Honor, this morning -- Mahesh Nayak
15 on behalf of Detroit Products -- this morning I had raised the
16 issue with you, and I wasn't sure from where you began your
17 comments that Your Honor -- regarding the issue of service of
18 the fourth extension order on our client.

19 THE COURT: Right.

20 MR. NAYAK: We filed affidavits --

21 THE COURT: No, I -- I understand how that relates to
22 the fourth extension challenge. How does it relate to the
23 motion to amend as far as the -- what was to be determined on
24 today's hearing?

25 MR. NAYAK: I would argue, in part, Your Honor that --

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1 on a futility basis that the extension orders, neither the
2 motions nor the orders were never served on our client to begin
3 with.

4 THE COURT: All right.

5 MR. NAYAK: And that's gone on relentless --

6 THE COURT: No, no, no. I understand the point, and
7 this is why I raised this issue in connection with the
8 discussion that began this hearing at about 10:10 when the
9 debtors laid out what they understood to be the agenda for
10 day -- today's hearing.

11 And futility, which is one of the factors under Rule
12 15(a), was not on that agenda. And I asked everyone do they
13 disagree with that agenda. And the disagreements went to Mr.
14 Sullivan's point and the -- a couple of -- actually, it turned
15 out to be one person on claims under 250,000, and that was it.
16 And I reviewed the December transcript, and it doesn't really
17 talk about the futility point.

18 So I understand how it's relevant on the fourth
19 extension challenge, which was on for today and was scheduled
20 for today, and that's -- it's a perfectly legitimate point on
21 that issue. I'm just not sure it's properly teed up for today
22 as far as the Rule 15 motion. Certainly no one said that at
23 10:10 or 10:30.

24 MR. NAYAK: I admit, Your Honor, that I did not -- I
25 did not come onto it in our opening comments. I came onto it,

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1 I think, maybe fifteen minutes after that discussion began.

2 THE COURT: All right. But --

3 MR. NAYAK: But I sat down at your suggestion and --

4 THE COURT: All right. So what -- but -- where does
5 that -- where was that dealt with and preserved as part of the
6 conference that we had in December of 2010 as far as this
7 hearing as opposed to preserved for some other -- some other
8 day?

9 MR. NAYAK: Your Honor, I'll say that the discussion
10 that Mr. Sullivan just had with you, it was my understanding
11 that that issue, because of -- because of the fact that it
12 relates to the 4(m), because we're talking about the issue of
13 futility, was preserved and that we would be talking about that
14 today. It's the second time we've briefed this issue for the
15 defendant.

16 THE COURT: No, but I said you don't need to brief it
17 because we've already -- we're go -- I'm going to rule on it.
18 I -- it's a live issue. I'm still going to rule on it. The
19 only issue is whether it was to be dealt with today.

20 MR. WURST: Judge, if I may? I think you may have
21 just focused that issue; if what you're saying is that that
22 issue remains ripe, that is part of your determination even if
23 it's not argued today but has been briefed, then I think,
24 especially in light of the fact that it's now ten of 6, we
25 should be all comfortable that we've briefed it properly, and

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1 we have those issues before the Court.

2 I think the other issue that we may want to touch on
3 for a moment is point 5 on the debtors' agenda, which is the
4 procedures for dealing with individual issues.

5 THE COURT: All right. I don't want to get to that,
6 though.

7 MR. WURST: No, I -- okay. But I'm sure -- certainly
8 before we go home and --

9 THE COURT: Okay.

10 MR. WURST: -- go to bed tonight, we'll wrap with
11 something like that.

12 UNIDENTIFIED SPEAKER: Your Honor, one sentence, Your
13 Honor?

14 THE COURT: Let me just --

15 UNIDENTIFIED SPEAKER: Futility is relevant to --

16 THE COURT: -- I'm just looking at the transcript
17 here.

18 UNIDENTIFIED SPEAKER: Okay. And my comment goes to
19 that, Judge.

20 MR. SULLIVAN: Your Honor --

21 THE COURT: I mean, Mr. -- there's -- there was an
22 agreement in December that to the extent the Rule 4(m) issues
23 are issues that can be resolved as a matter of law, they're
24 appropriate for February 17th. Okay?

25 And that's -- and that's what I said I would -- I --

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1 you know -- if I left open, as I have here, the ability to file
2 an amended complaint on some issues, which is what's happened
3 here, then I would turn to Rule 4(m) challenges as a matter of
4 law.

5 UNIDENTIFIED SPEAKER: Your Honor, I understand Your
6 Honor's view, and Your Honor correctly earlier stated that
7 there's no order in that transcript. And I suggest, Your
8 Honor, that futility or showing a lack of futility as part of
9 the debtors' burden of going forward and burden of proof today
10 with regard to the motion to amend. And the debtor has not
11 carried that burden. It's part of their case.

12 MR. SULLIVAN: Your Honor, I'd like to be a little
13 more specific. This morning, and this is my fault, not Mr.
14 Nayak's, I think I took you when you were talking about the
15 agenda, you raised the issue of people who received no notice
16 of the 4(m) extensions of the disclosure statement that those,
17 as a matter of -- that you were going to deal with those as not
18 individualized prejudice, but across the board as -- you would
19 hear that today as a basis for futility.

20 That's what I interpreted the Court to mean this
21 morning when you set up the agenda, that for those defendants
22 who fall into that category of receiving no notice whatsoever,
23 that you would be dealing with that almost as a matter of law
24 as opposed to --

25 THE COURT: So --

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1 MR. SULLIVAN: -- the factual --

2 THE COURT: -- what about --

3 MR. SULLIVAN: -- individualized --

4 THE COURT: -- the statement on page 33? The Court:

5 all right, I'm not going to deal with the notice issues on the
6 17.

7 MR. SULLIVAN: But then Your -- later, Your Honor, on
8 page 42, you said and they're going to have to do it either by,
9 you know, two or three paragraphs on each objection. And then
10 you keep going, and --

11 THE COURT: But that --

12 MR. SULLIVAN: -- the Court said no, it will be heard.
13 It's going to be heard. I will hear it on the 17th.

14 THE COURT: -- but that -- but the "it" doesn't refer
15 to the notice issues, which I've already -- I had already ruled
16 out?

17 MR. SULLIVAN: It refers to the futility issue. That
18 was our point.

19 THE COURT: But not --

20 MR. SULLIVAN: It referred to the futility.

21 UNIDENTIFIED SPEAKER: Your Honor, yes, and again --

22 THE COURT: Where's the word futility appear between
23 page 33 --

24 UNIDENTIFIED SPEAKER: Line 15, Your Honor.

25 THE COURT: On what page?

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1 UNIDENTIFIED SPEAKER: On page 40 --

2 MR. SULLIVAN: 42, Ms. Calton --

3 MS. HAFHEY: But it's Ms. Cal --

4 UNIDENTIFIED SPEAKER: Ms. Calton says, "Well, this is
5 a unique futility issue that I guess the point that I believe
6 is Mr. Winsten was trying to make is Delphi should be directed
7 to pay their attention to it. Yes, it won't be heard on the
8 17th." No, no, it -- the Court says, "No, no, it will be
9 heard."

10 THE COURT: But did -- but the unique futility issue
11 is the one she raised on page 41 --

12 MS. HAFHEY: Right.

13 THE COURT: -- which is what we have actually been
14 dealing with, which is who's the defendant and who's the
15 plaintiff and who made the transfers. That's the unique one.
16 We spent, in this conference, the first twenty or thirty pages
17 talking about the notice issues and Rule 4(m). And I was
18 inclined to go either way on it, and I was finally persuaded,
19 as I said on page 33, I'm not going to deal with the notice
20 issues on the 17th.

21 MR. SULLIVAN: Your Honor, I don't want to debate it
22 further. I don't want to debate the issue with your further.
23 I don't -- it's not my intention to argue with you on this.

24 THE COURT: Well --

25 MR. SULLIVAN: But I will say that the comments that

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1 Mr. Applebaum just echoed that you made this morning encouraged
2 us just to make sure that we stood up and referred --

3 THE COURT: Okay.

4 MR. SULLIVAN: -- one last time on this before the
5 day --

6 THE COURT: All right.

7 MR. SULLIVAN: -- was over.

8 THE COURT: That's fine. I -- that -- I understand,
9 and I think the notice issues are relevant to the fourth
10 extension challenge. I understand that. I just -- I mean, we
11 spent an hour or so on this on December 17th, and that's how it
12 shook out.

13 MR. SULLIVAN: Thank you.

14 THE COURT: Okay. So shall we deal with the fourth
15 extension challenge?

16 MS. HAFHEY: We shall.

17 THE COURT: Okay.

18 MS. HAFHEY: Mr. Sendek will deal with that.

19 MR. APPLEBAUM: Thank you, Your Honor. Joel Applebaum
20 of Clark Hill, on behalf of what is known to the Court as Doshi
21 Prettl Detroit Products Corporation and the other defendants.
22 I'll try to be very brief, Your Honor, because the hour's late.
23 We filed and were joined by a number of other defendants a
24 motion under Rule 60 to set aside the fourth extension order on
25 the ground of surprise and in burdens mistake as we are

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1 approaching the one year anniversary of that order and based
2 upon on the reasons developed in part in the Global Crossing
3 case, 385 Bankruptcy Reporter 52.

4 Butzel, on behalf of the reorganized debtor, filed a
5 response in opposition raising two principle issues. One;
6 whether or not that fourth extension order was a final order.
7 And two; even assuming it were a final order, that's not what
8 the -- we say Global Crossing stands for and opposed our
9 relief.

10 I don't want to rehash the arguments in the briefs. I
11 think they were well laid out, but I do want to briefly address
12 the reorganized debtors' response. With respect to the issue
13 of finality, we think the answer is yes. It's a final order
14 for this purpose -- for these purposes for several reasons.
15 First, the concept of finality is more flexible in bankruptcy
16 cases than ordinary civil litigation, and orders that finally
17 dispose of discrete disputes within a larger case obviously
18 satisfy that task.

19 The fourth extension order was entered in the main
20 case, and this flexible standard applies here. It finally
21 disposes of the discrete issue in this case their ability to
22 serve and prosecute these cases. And, in this regard -- this
23 is particularly important -- in this regard, there was an
24 ambiguity in connection with the somewhat unusual posture of
25 these cases. All of the adversary proceedings were dismissed,

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1 albeit without prejudice, but dismissed nevertheless.

2 And we -- in the case De tie vs. Orange County, 152
3 F.3d 1109 in 9th Circuit Court of Appeals decision, the court
4 held that when a complaint is dismissed with leave to amend,
5 the order's not final in the absence of a further order
6 terminating the action. However, whereas here the dismissal
7 order -- I'm sorry. Whereas here leave to amend has not yet
8 been granted, the dismissal of an action, even when it's
9 without prejudice, is a final order.

10 THE COURT: Can I -- is this argument that important
11 since I have separate authority to amend my own interlocutory
12 order and the standard really isn't that much different?

13 MR. APPLEBAUM: I think that if the Court's willing to
14 look under either basis, I think there is -- there's overlap.
15 The Court can do it under either one.

16 THE COURT: Okay. And then I had one other point.

17 MR. APPLEBAUM: I wouldn't say it's not important.
18 It's certainly --

19 THE COURT: Well --

20 MR. APPLEBAUM: -- important to me.

21 THE COURT: -- well, I mean, but I'm not sure it
22 really matters since --

23 MR. APPLEBAUM: But I think the Court can address
24 it --

25 THE COURT: -- there's not much difference --

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1 MR. APPLEBAUM: You know, you can cut the steak any
2 number of ways --

3 THE COURT: The other --

4 MR. APPLEBAUM: -- I agree with you.

5 THE COURT: -- point I had -- I've been reminded on in
6 rereading the Family Gulf case is Judge Bernstein's remark,
7 which I think is accurate, that even though the bankruptcy rule
8 applies only to final orders. The local rules let us apply the
9 same standard to interlocutory orders; Local Rule 9023-1, and I
10 think 9023 -- 9024-1 as well, which I have to go -- I could
11 test. I was reminded of that reading the case again in
12 connection with the 547(b)(2) point.

13 But in any event, it seems to me that as a question of
14 power or authority to take action, I either agree with you and
15 say that it's, for these purposes, a final order or I conclude
16 that if it's interlocutory I still, subject to, you know,
17 the -- with due deference to the law, the case doctrine, I
18 could still amend it under -- well, for example, United States
19 vs. Ussio (sic) or Uccio U-C-C-I-O, 948 F.2d 753, 2nd Circuit,
20 1991.

21 MR. APPLEBAUM: I think you're correct --

22 THE COURT: Under both --

23 MR. APPLEBAUM: -- Your Honor.

24 THE COURT: -- scenarios, though, it seems to me that
25 there is a basic issue, but maybe it could be dealt with, which

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1 is prejudice to the plaintiff/debtor since there were orders
2 that it's relying on, which is -- would apply under either
3 standard.

4 MR. APPLEBAUM: Right. Well, and the Court obviously
5 has the right to review its orders, and that is in fact what
6 the Court did in Global Crossing when it set aside its previous
7 orders. There were also four extension orders that were
8 granted. I'm less concerned with the prejudice to the
9 plaintiff here because it was the elasticity, in their view, of
10 the statute of limitations that has really prejudiced my
11 client.

12 We received no notice of the orders the Court entered.
13 They were essentially, at least to my client, ex parte
14 submissions. We received no notice of the disclosure
15 statement. We received no notice of the confirmation of the
16 plan. All of this took place out of our view.

17 And as a result, we're faced now, and we put in the
18 affidavits that Mr. Nayak was referring to, we're faced now
19 with what the Court sort of introduced at this morning's
20 hearing, which is all of the orders predate our involvement in
21 the case, our client's involvement in the case. And all of
22 them were served or filed prior to their involvement in the
23 case. They received no notice whatsoever.

24 So here, you have sort of a unique prejudice, if there
25 ever is a situation where there's prejudice, the prejudice is

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1 you had essentially ex parte orders extending the statute of
2 limitations by almost two and a half years. So that's what the
3 focus of our Rule 60 motion was.

4 Now, the Court, I agree, has the flexibility as
5 interlocutory or final. We filed it under Rule 60 because Rule
6 60 refers to a hard one-year anniversary from the date of the
7 order if the Court wants to treat it under the interlocutory --
8 its interlocutory powers --

9 THE COURT: Right.

10 MR. NAYAK: -- that's fine, too. But the focus of the
11 motion, which I assume is -- the Court's going to address also
12 with respect to the other 4(m) issues we were just discussing
13 is the prejudice to the defendants.

14 And while the Court started the hearing this morning
15 was where you have a situation where absolutely no notice was
16 given -- could be given that that, as a matter of law, the
17 Court was willing to carve out that spot of the defendants.
18 And that, we think, is exactly what happened here, and also why
19 we're relying on the Global Crossing case, which is a similar
20 factual situation; no notice to the defendants in that case
21 either in an effort to relate back.

22 THE COURT: Well, Judge Gerber didn't rule on the
23 basis of there being no notice.

24 MR. APPLEBAUM: No, he didn't. He ruled on the
25 relation back issue, but his points were, you know, equally

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1 applicable. The Court, he said, there are serious separation
2 of power concerns --

3 THE COURT: Right, but he didn't --

4 MR. APPLEBAUM: -- because it would enable --

5 THE COURT: -- rule on that basis. He was careful not
6 to. He's very careful in everything he does. And he ruled on
7 the basis that the complaints that were filed subsequently
8 didn't relate back. They were untimely.

9 MR. APPLEBAUM: They were untimely because they were
10 filed -- they were not filed within the form extensions because
11 he found that the first form extension didn't ask for the type
12 of relief --

13 THE COURT: Right.

14 MR. APPLEBAUM: -- that they were requesting with
15 respect to additional defendants.

16 THE COURT: Right.

17 MR. APPLEBAUM: I appreciate that.

18 THE COURT: Right.

19 MR. APPLEBAUM: He was very careful. But
20 nevertheless, he was also very careful to point out that
21 statutes of limitations are not elastic concepts.

22 THE COURT: That's dicta.

23 MR. APPLEBAUM: Well, it may be dicta, but it's
24 certainly persuasive dicta.

25 THE COURT: He wouldn't have --

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1 MR. APPLEBAUM: At least in my mind.

2 THE COURT: -- the -- he wouldn't have the rule
3 otherwise.

4 MR. APPLEBAUM: Your Honor, the rule, as the judge
5 pointed -- as Judge Gonzalez pointed out is a rule to serve, to
6 find and serve. It's to facilitate service. It's not -- it's
7 not to allow --

8 THE COURT: I think the point that we should be
9 focusing on is the lack of notice.

10 MR. APPLEBAUM: I agree.

11 THE COURT: Which provides for the argument, not on
12 prejudice but on surprise, and it also, I believe, goes to
13 rebut the plaintiffs' argument that they're prejudiced by the
14 order; the argument being in response how can you prejudiced by
15 an ex parte order being revoked, because it's ex parte. Do you
16 follow me on that?

17 MR. APPLEBAUM: I do.

18 THE COURT: I think it's less a question of sur -- of
19 prejudice than surprise, and then rebutting the prejudice
20 argument that the plaintiff asserts. It's not clear to me
21 whether the plaintiff here takes the view that if in fact it is
22 true that your client literally received no notice, was not on
23 the matrix, didn't get notice of anything that somehow they can
24 still be bound by this order.

25 I don't know if that's the case. I have a feeling

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1 that plaintiff doesn't have that view, and that it's reliant on
2 factual issues as to whether there was notice or not.

3 MR. APPLEBAUM: I don't think they've raised any
4 factual issues in response to the two affidavits we submitted
5 in connection with our paper.

6 THE COURT: Okay.

7 MR. APPLEBAUM: We've seen none.

8 THE COURT: All right. But I don't know if they're
9 still opposing it. That --

10 MR. APPLEBAUM: We've seen none.

11 THE COURT: All right.

12 MR. APPLEBAUM: I mean, there may be, but we've seen
13 none.

14 THE COURT: Before -- I mean, I'm laying out issues
15 that I want the plaintiff to respond to. There's another issue
16 that I acknowledge I did not focus on sufficiently at the July
17 hearing -- because it -- I think I basically crept up in oral
18 argument. The order I've been focusing on here is the fourth
19 one, which is the only one that's at issue in this motions.
20 And that order recites -- based upon a recital in the
21 underlying motion, as well as, I believe, a statement on the
22 record by the debtors' counsel, Ms. Marafioti that the motion
23 was served as set forth in my standing order for service in the
24 case -- your motion as well as others takes issues with that
25 cite, attaching the certificate of service.

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1 And I think that's a serious issue here. Separate and
2 apart from the other ones. The order -- the supplemental case
3 management order dated March 17th, 2006 states that, "All
4 filing shall be served via overnight mail upon all parties with
5 a particularized interests in the subject of the filing, as
6 well as to the master service list." And the motion that was
7 filed on October 2, 2009 states that, "Notice of this motion
8 has been provided in accordance with the supplemental order."
9 And it doesn't appear to have been. So, I mean, I think that
10 also goes to Rule 60.

11 The argument that was made in the motion at the
12 hearing was twofold, as you all point out. First of all, that
13 the debtors wanted more time given their drastically changed
14 circumstances. And secondly, that it was quite possible that
15 in light of that more time they'd drop more people and would
16 not pursuit the lawsuits against them. If people are on notice
17 of that then one can take the view that, well, you know, maybe
18 they're happy not to be served yet. But if you're not on
19 notice of then that's a sep -- you know, it's a different
20 issue, and that's the overall notice points you made.

21 But there's a subset of that, which is, it does not
22 appear to me that that representation was correct as to the
23 service of the motion.

24 MR. APPLEBAUM: Well, I certainly -- speaking for my
25 client only, it's correct -- you're correct on both counts.

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1 One, we are surprised, we didn't get notice, it wasn't served
2 on us per the motion or the --

3 THE COURT: Right.

4 MR. APPLEBAUM: -- the case management order. And
5 secondly, I don't think the Court can ignore the resulting
6 prejudice that follows from the fact that, you know, lengthy
7 extensions were given, essentially, without notice and the
8 events that transpired between the --

9 THE COURT: Well --

10 MR. APPLEBAUM: -- the filing of the complaint --

11 THE COURT: All right.

12 MR. APPLEBAUM: -- and the ultimate release of the
13 complaint.

14 THE COURT: On that issue, I'm -- I mean, it's a
15 balancing of different prejudices. I mean, there's obviously a
16 prejudice because people are not served within the limitations
17 period, but if that were the case then there wouldn't be -- I
18 mean, if that were dispositive then you wouldn't have Rule 4(m)
19 in the first place.

20 MR. APPLEBAUM: Well, not necessarily true, Your
21 Honor. In most Rule 4 cases they're not ex parte orders; they
22 can be, but they're not always. I mean, it's --

23 THE COURT: But someone stands up and says we're
24 prejudiced because the limita -- I thought what your saying is
25 the prejudice the fact that we had to wait to be served during

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1 the limitations period.

2 MR. APPLEBAUM: No. My prejudice is that the
3 complaints were filed under seal and two and a half years later
4 released and that's when we learned -- so it was surprise and
5 prejudice.

6 THE COURT: All right.

7 MR. APPLEBAUM: And in that intervening two and half
8 years there was an individualized prejudice that is virtually
9 unique to our client.

10 THE COURT: Right.

11 MR. APPLEBAUM: There were transactions that
12 occurred -- et cetera, et cetera.

13 THE COURT: No. And that needs to be dealt with --

14 MR. APPLEBAUM: I --

15 THE COURT: -- on a case by case basis.

16 MR. APPLEBAUM: I appreciate that.

17 THE COURT: I thought you were saying that the
18 prejudice is simply the fact that the limitations period had
19 run.

20 MR. APPLEBAUM: No, no. I'm trying to bifurcate --

21 THE COURT: All right. All right. Okay. Fine.

22 MR. APPLEBAUM: I appreciate the individualized aspect
23 of it.

24 THE COURT: All right. We're on the same page, then.

25 MR. APPLEBAUM: All right. That's fine.

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1 THE COURT: All right. Okay.

2 MR. APPLEBAUM: So I guess now I'm sort of at a loss
3 as to where --

4 THE COURT: All right. So I basically have -- these
5 are the points I have for the debtors here. Given that --
6 given the situation where literally there was no notice; that's
7 situation one. And that's what's asserted by -- is it [Doh'-
8 shi] or [Dah'-shi]?

9 UNIDENTIFIED SPEAKER: Detroit Products.

10 THE COURT: What?

11 MR. APPLEBAUM: [Doh'-shi].

12 UNIDENTIFIED SPEAKER: Detroit Products, formally
13 known as --

14 THE COURT: Detroit Products, okay, Detroit Products.
15 What's the response when there's literally no notice? Second,
16 what's the response on the supplemental case management order
17 and the representation of the motion not apparently being true.
18 And under those scenarios -- if there's not a satisfactory
19 answer on those two, isn't this really -- this is a matter of a
20 law, isn't it? I mean, can I deal with this now?

21 We don't have to get into whether there was notice or
22 not because there doesn't appear to have been any notice and
23 there doesn't appear to be any response on that issue.

24 MR. APPLEBAUM: I think we'll sit down, Your Honor.

25 THE COURT: Okay.

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1 MR. WURST: Again, if I wasn't clear earlier that
2 those facts are analogous to Wells Fargo.

3 THE COURT: No, I know other people have made the same
4 argument.

5 MR. WURST: So as long as that's up there and we're on
6 the record --

7 THE COURT: Everyone who's made these arguments on
8 their paper -- in their motions -- you don't have to repeat it,
9 I'm just -- there are these common elements. And I'm
10 distinguishing it from people who -- where there's a dispute as
11 to whether someone got notice.

12 MR. SENDEK: Your Honor, Bruce Sendek for DAS. I
13 believe the scope of this motion for relief has broadened
14 substantially from what appears on the papers. And we've
15 spent -- or at least, the defendant has spent a great deal of
16 time talking about notice and an affidavit.

17 First, there is no affidavit attached to this motion
18 for relief from the fourth order. This particular motion that
19 was keyed up for today is very limited in its scope as I read
20 it and as we responded to it and as I understand it. It
21 doesn't speak of prejudice to the defendant, what it says is
22 rather simple. It says, based on Rule 60 -- okay, the fourth
23 order should be set aside because of a mistake because the
24 reasons for the fourth extension order changed from what they
25 had been previously. And for that it relies on global crossing

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1 and it is a very inappropriate use of global crossing to make
2 that point.

3 The Court, I believe correctly referred to the dicta
4 in global crossing as not being what's at issue here, and if it
5 has any significance at all we need to look at the holding,
6 which of course is -- which is the important part of any
7 court's opinion. And I've identified what the holding is in
8 that case -- at least what I believe it to be, because the
9 Court says, this court -- the Court concludes that the first
10 Rule 4(m) order, which appropriately entered -- while
11 appropriately entered for the purpose for which it sought had
12 neither the purpose nor effect of extending the statute of
13 limitations for claims against then unnamed and unidentified
14 dividend recipients.

15 THE COURT: I understand that. But --

16 MR. SENDEK: Well, then I think -- but, Your Honor,
17 the important point is that that's what the fourth -- this is
18 what this motion --

19 THE COURT: All right. But there are --

20 MR. SENDEK: -- is addressing. I think defendants
21 were frustrated that the Court wasn't going to get into the
22 claims that weren't on the agenda today, and tried to really
23 shoehorn in this whole notice issue into this particular brief.
24 Again, there's not affidavit attached to it or referenced in
25 it. It asked for a very narrow -- it asked for relief on very

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1 narrow grounds. That is that the Court -- that nobody can
2 change their reasons for a subsequent extension, which is not
3 at all what global crossing says. It says you can't now
4 include that at some later in point time unnamed and
5 unidentified defendants. That's what it says, it doesn't go
6 beyond that.

7 Now, again, I believe the defendants were frustrated
8 because they didn't get some of the issues addressed that they
9 thought ought to be, but we're properly before the Court today,
10 and I think that whole notice discussion is a matter for
11 another time, not here.

12 THE COURT: I guess, my point though, ultimately, is I
13 understood a fair matter on this point at the July hearing. I
14 mean, it basically said if you really didn't get any notice of
15 this then you shouldn't be sued. I mean, I -- so why are we
16 still dealing -- I mean --

17 MR. SENDEK: Well, there was a question at that time
18 of notice and what is notice and what frame -- what type of
19 notice would be sufficient --

20 THE COURT: All right. But it you're --

21 MR. SENDEK: -- whether --

22 THE COURT: They're asserting they weren't even on the
23 matrix, and they weren't served with motion -- and I'm very
24 troubled by the fact they weren't served by the motion.

25 MR. SENDEK: They haven't asserted --

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1 THE COURT: This seems to be -- in balancing the
2 prejudice issues it's much harder for the plaintiff here to
3 argue that it would be prejudiced by my revoking the fourth
4 order when it, in fact, knew that the motion wasn't served.

5 MR. SENDEK: With the Court's permission, as we are
6 seeming to drift into the notice question, Mr. Klein is --

7 THE COURT: Okay.

8 MR. SENDEK: -- is more on top of that, than I am,
9 which says -- again --

10 THE COURT: Well, let me ask --

11 MR. SENDEK: -- doesn't go to the fourth --

12 THE COURT: I -- you're right, the Detroit pleading
13 that asserts the lack of notice is actually the objection to
14 the motion to amend; that's the one that asserts the lack of
15 notice. This motion doesn't, and I'm not sure there is one
16 that specifically does. But the issues there -- I'm still
17 confused as to whether the debtor is taking the position
18 that -- as I said, if someone in fact asserts that they didn't
19 get any notice --

20 MR. SENDEK: Well, I believe --

21 THE COURT: -- except maybe hearing about it somehow,
22 in the -- you know, through the ether, which -- to me they
23 would only have heard about the fact that others would be
24 potentially sued because they didn't get notice of the motion,
25 so they could assume they weren't affected by it. I'm just --

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1 MR. SENDEK: But --

2 THE COURT: -- I'm having troubles

3 MR. SENDEK: -- Your --

4 THE COURT: -- with the order.

5 MR. SENDEK: Your Honor, while --

6 THE COURT: With the fourth order. Not --

7 MR. SENDEK: -- while that wasn't --

8 THE COURT: Not really for the point that it was based
9 upon a different rationale --

10 MR. SENDEK: Each --

11 THE COURT: -- per se. But it's simply because there
12 was ex parte and I think can be reviewed -- my view is should
13 be reviewed de novo, at this point.

14 MR. SENDEK: While I -- while that isn't keyed up in
15 this motion, and I'm not prepared to respond chapter and verse,
16 nor is Ms. Teen (ph.), but Mr. Klein has a little more to say
17 about it.

18 THE COURT: Okay.

19 MR. SENDEK: But I will say this, my recollection is
20 that from the July transcript as I recall it, was that the
21 Court was -- did believe that there were questions of fact
22 rolled up into this whole notion of notice, there could be
23 notice in one form or another. Perhaps from the ECF filing,
24 perhaps from the disclosure statement, perhaps from the public
25 filings that took place by Delphi.

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1 And with that, I probably said enough so I'll let Mr.
2 Klein continue.

3 MR. KLEIN: Your Honor, I won't beat the first part to
4 death, which is we truly are surprised, and thus are not as
5 prepared as we wish we were for such, for what we acknowledge
6 is, a very important issue. We appreciated it a year ago, and
7 we appreciate now Your Honor's concern with the issue. First,
8 it --

9 THE COURT: I mean, I do -- page 225, "My preliminary
10 view is that people who truly did not get notice of the
11 extension motions can argue their merits on the merits. It's
12 not a Rule 60 requirement."

13 MR. KLEIN: And absolutely, we read it, and, you know,
14 perhaps we focused on preliminary view.

15 THE COURT: And then I just say, "But that leaves a
16 factual issue as to who got the notice and who didn't and what
17 do people know."

18 MR. KLEIN: I absolute -- this is absolutely an issue
19 in the case, and in fact, the discussion we're having now is
20 the same discussion that we would have on all of the other
21 motions that weren't on the agenda today. But I really don't
22 want to argue -- we're talking about it --

23 THE COURT: All right.

24 MR. KLEIN: -- and we'll do our best. That's not my
25 point.

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1 THE COURT: Okay.

2 MR. KLEIN: I just hope the Court accepts that we had
3 a different understanding of the agenda. I'll leave it at
4 that.

5 UNIDENTIFIED SPEAKER: Your Honor, if I can ---

6 THE COURT: All right. And to be fair, the actual
7 motions, you know, which I have here, in a much smaller binder
8 than the six -- plus six binders on the motion to amend, don't,
9 you know, don't, like, deal with that issue. But I guess, this
10 now turns to Wells Fargo's counsel's issue. I mean, it should
11 be, in my mind, on the top of the agenda after you guys finish
12 the items that I just dealt with you on.

13 And I can give you a preliminary view on that too,
14 which is I am of the view that the grounds for the fourth
15 extension were a lot weaker than the grounds for the first
16 three. And the issue of prejudice to both sides is not as
17 evenly balanced, I think, as it was before. So, I think that's
18 something for people to think about, and maybe tee those notice
19 issues up right away --

20 MR. KLEIN: Are you --

21 THE COURT: -- to avoid further discovery on other
22 issues. I mean, if people -- there's affidavits of service. I
23 mean, there's got to be something to suggest that someone did
24 have notice.

25 MR. KLEIN: Well, can I give an example of why it's

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1 not necessarily that simple?

2 THE COURT: Okay.

3 MR. KLEIN: Doshi Prettl and I've -- Detroit -- they
4 now have a new name and I'm drawing a blank on what it is, but
5 they're the ones who brought the primary motion here. They
6 were represented in this action. They filed the claim. Their
7 attorney withdrew prior to this action. So, it's -- when we
8 dig into the facts, it's not always going to be as black and
9 white, as note --

10 THE COURT: Okay.

11 MR. KLEIN: -- but that's obviously only illustrative.
12 It doesn't deal with the broader issue.

13 THE COURT: But they didn't get notice of the motion,
14 though.

15 MR. KLEIN: They didn't get notice of the motion, Your
16 Honor. Or I shouldn't say they didn't -- I will --

17 MS. HAFHEY: We don't know.

18 MR. KLEIN: I will accept, but no, I will --

19 THE COURT: Well, there's a stipulative service. I
20 mean, that's prima facie evidence of who got notice.

21 MR. KLEIN: I will accept for purposes of this
22 discussion that there are defendants who did not receive formal
23 service --

24 THE COURT: Okay.

25 MR. KLEIN: -- of the motions, you know, that needs to

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1 be assumed for purposes of this. I don't think -- first of
2 all, I don't think it's apt to frame the question as whether
3 they're bound if they had no notice. I don't think people are
4 bound by procedural orders of this sort. Certainly they're
5 effective, but the Court made no determination of any right of
6 theirs, and -- so, I think it's not the same as if you rendered
7 judgment against them without them having notice. It's
8 fundamentally different from that issue.

9 THE COURT: That's fair, but on the other hand how
10 much can -- well, I'll leave it at that. I do have some
11 serious doubts as to how much the debtor can said to be
12 prejudiced by undoing this, given that there wasn't that
13 notice, particularly when it was represented that there was in
14 the actual motion.

15 MR. KLEIN: Well, I'd like to address that. And,
16 well, I mean, one, plainly we're severely prejudiced. Putting
17 aside balancing, we would lose claims that we otherwise would
18 have. That seems to me to be --

19 THE COURT: Well, the prejudice it would be, though,
20 how much would you have -- could be said to rely on such an
21 order.

22 MR. KLEIN: Judge --

23 THE COURT: That would be the prejudice.

24 MR. KLEIN: We rely on the orders of the Court, and I
25 don't mean to be glib, but --

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1 THE COURT: But if it's an order entered based upon a
2 representation that the people had been served, when in fact,
3 they hadn't been served. That's a real problem.

4 MR. KLEIN: I agree with you and let me address that.

5 THE COURT: Okay.

6 MR. KLEIN: Plain and -- I wasn't involved in the case
7 at the time, so I --

8 THE COURT: Right.

9 MR. KLEIN: Plainly, there was not an understanding,
10 and I could imagine very sensible reasons for thinking that the
11 notice language in the -- case management will likely know what
12 the exact name of the order is -- applied here. First, it
13 would be inherently -- expecting this sort of notice, would be
14 inherently inconsistent with the big picture series of orders
15 that were entered that provided for filing the cases under
16 seal, precisely to avoid creating the sorts of controversies
17 that would arise here. I mean, that was --

18 THE COURT: But that isn't -- that wasn't the basis
19 for the fourth extension.

20 MR. KLEIN: Well, but it's inextricably tied to put
21 it -- the cases under seal. You can't -- I mean, the whole
22 point of the extension was to continue the status quo where
23 complaints hadn't been served.

24 THE COURT: But did -- the point as stated in the
25 motion and in the oral presentation was that the debtor needed

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1 some more time to get his act together. That it changed from
2 the first three. And the fact that it changed, I accept. It
3 doesn't necessarily mean that it doesn't relate back. But I
4 think it does affect how I view the failure to serve. I'm not
5 sure it does fit into your argument. It might well fit into
6 the argument in regard to the first three orders, where the
7 premise was we don't want to raise issues when everyone's going
8 to get paid anyway, so, why create this issue.

9 But the fourth one, which is the one we're really
10 focusing on, is things have been happening so fast, Judge, with
11 our new plan, we don't really know who we should be suing at
12 this point. And I think that's, you know, that's a different
13 issue. And maybe that should be a point where people should
14 say, well, we want to be sued at that point. We'd rather know.

15 MR. KLEIN: Judge, my recollection of the grounds for
16 the fourth extension was a little more complicated than that.

17 THE COURT: Well, you know what? They all got sued
18 after all, didn't they? There were 177, and 177 got sued. So,
19 there was not winnowing out process, and frankly there was no
20 refinement process either as we've been learning over the last
21 several months. So, why don't we leave at that?

22 My view -- and now we can turn to the next step -- is
23 that after the final issues on the motion that I've been
24 hearing today on Rule 15, or I've been dealt with, but I've
25 given you the timetable for those. To the extent that I am

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1 prepared to grant the motion to amend, the next issue is
2 another gate keeping issue, which is the, whether you want to
3 call it a Rule 60 issue or simply an amendment of a
4 interlocutory order issue, and I think that all depends upon
5 reconsideration of the October order, October 2009 order. And
6 that does hinge on notice. And the parties need to focus on
7 whether there really are any notice issues here.

8 As I said in July, there have been affidavits
9 submitted by people, and I didn't require people to resubmit
10 them. The debtor has them. I think it's really incumbent upon
11 the debtor to answer those series of, what I will deem to be,
12 motions to amend that order, either under Rule 60 or under my
13 general power to reconsider my own interlocutory orders and/or
14 the local rules. And there should be a date for the debtors to
15 respond, I think, and fixture cut date on that, as to whether
16 they actually dispute that people got notice.

17 MR. KLEIN: Your Honor, can I ask a clarifying
18 question?

19 THE COURT: Sure.

20 MR. KLEIN: Are you ruling that formal service is the
21 only relevant issue and that knowledge through any other source
22 is not relevant to this question?

23 THE COURT: I'm not prepared to do that but the debtor
24 needs to say something more than we think they had knowledge.

25 MR. KLEIN: Okay.

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1 THE COURT: I mean, I think it has to -- I want to see
2 what the debtor says on that before I rule on that.

3 MR. KLEIN: Okay. I mean I'll --

4 THE COURT: I mean, if it was -- I haven't ruled on
5 this but I could see a spectrum which is we had public filings
6 that referred to the disclosure statement and so you could be
7 deemed to have read the public filings and therefore deemed to
8 have read the disclosure statement to we have an affidavit of
9 Mr. X from Delphi who specifically spoke to Mr. Y at Doshi
10 about this issue. It's that level of spectrum.

11 MR. KLEIN: I'll make one further comment and then
12 I'll sit down. A few minutes ago Your Honor made a reference
13 to loading it through the ether, or words to that effect.
14 Is --

15 THE COURT: Well, that's the equivalent of there being
16 a 10-K on file, we're talking.

17 MR. KLEIN: Well, I just wanted to make a quick point,
18 and many of us in this room are from Detroit and work in the
19 auto industry and Delphi's bankruptcy wasn't something in the
20 ether. There was acute focus and attention throughout the
21 industry.

22 THE COURT: Well, but it's more than Delphi's
23 bankruptcy. Just the fact that Delphi was in bankruptcy isn't
24 going to be enough, obviously.

25 MR. KLEIN: No, I agree. My only point is this isn't

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1 a situation that other than through some miraculous
2 happenstance, no one could have --

3 THE COURT: I appreciate -- that's why I say there's a
4 spectrum here.

5 MR. KLEIN: Okay. Thank you, Your Honor.

6 THE COURT: Okay.

7 MR. NAYAK: Your Honor, Mahesh Nayak again. I'm just
8 wanting to get clarification. You mentioned some time frames
9 that you would like to see this within --

10 THE COURT: Yes.

11 MR. NAYAK: -- and I also want to understand from Your
12 Honor how you view this should happen, whether it should be
13 part and parcel of the -- is this a predicate or a predecessor
14 to the debtors' motion for leave to amend that they can
15 affirmatively somehow establish that service was accomplished
16 to Your Honor's satisfaction, that we would oppose that, there
17 would be a hearing on it in advance of a motion for leave to
18 amend? Because it seems like a motion for leave to amend, Your
19 Honor --

20 THE COURT: That's a good question. I think it partly
21 depend -- I'm not sure there's a difference as far as burden is
22 concerned; if I treat this as step two of their leave to amend
23 or if I treat this as everyone's request for me to take another
24 look at the October order since ultimately the issue is -- I
25 think there's -- in each case, there's a fairly modest burden

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1 on the debtor in either case. But maybe I'm wrong about that.

2 I mean, ultimately it is part of -- I think a 15
3 showing to me, ultimately, because it's the futility argument.
4 Rule 15 is -- you know, it's a fairly light burden, ultimately,
5 but -- and I think the futility point here goes back to
6 reconsideration of my order so again, there's some slight
7 burden on the debtor.

8 MR. NAYAK: Slight burden on the debtor with respect
9 to the --

10 THE COURT: Under either -- whether I do it under
11 either approach. But I guess it's probably best done as part
12 two of a Rule 15 motion.

13 UNIDENTIFIED SPEAKER: -- the timing, Your Honor?

14 THE COURT: Well, I think step one of this part two
15 would be the defendants' assertion of their facts as to notice
16 and step two of it would be the debtors' response.

17 UNIDENTIFIED SPEAKER: Understood.

18 MR. KLEIN: Your Honor, I assume this is only with
19 respect to defendants who have filed an affidavit as to filing
20 notice?

21 THE COURT: Have or will? I mean, we specifically
22 didn't make notice part of this hearing, so --

23 MR. KLEIN: Well, no but there's -- the relevant
24 motions were filed a year ago.

25 THE COURT: Oh, you don't have to refile one -- you

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1 don't have to refile one, but --

2 MR. KLEIN: Maybe my question wasn't clear.

3 THE COURT: Okay.

4 MR. KLEIN: There is already a population of
5 defendants; this was briefed over a year ago.

6 THE COURT: Right.

7 MR. KLEIN: Defendants raised these issues, certain of
8 them.

9 THE COURT: Right.

10 MR. KLEIN: Defendants filed affidavits asserting
11 those issues.

12 THE COURT: Right. And they don't have to refile
13 them; I've said those are live issues.

14 MR. KLEIN: I agree, but that's what we're responding
15 to.

16 THE COURT: Yes.

17 MR. KLEIN: That was my question.

18 THE COURT: Well, or -- no, or those who've filed them
19 since then.

20 MR. KLEIN: Okay.

21 THE COURT: In response to the motion to dismiss.

22 MR. KLEIN: Okay. I want to make sure we're not --

23 THE COURT: Because again, those issues, as we --
24 about half an hour ago we said are not part of this hearing.

25 MR. KLEIN: What's in the record as of today is --

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1 THE COURT: No. No, I don't think so because again --
2 and I appreciate that counsel for Doshi and other counsel may
3 have reviewed the December transcript and thought that those
4 issues were for part of this hearing, but I've concluded they
5 aren't. So I don't think people should be closed out by not
6 having raised them. You don't have to repeat them, because
7 you've already done it, those who have done, but I don't think
8 people should be closed out for not having raised them because
9 it wasn't part of this hearing. I've already ruled that.

10 MS. GRUBIN: Well, Your Honor, perhaps people should
11 not be foreclosed for filing affidavits subsequent to today.

12 THE COURT: That's what I just said.

13 MS. GRUBIN: I wanted to make it clear, Your Honor.

14 THE COURT: You said it more clearly. You said it
15 more clearly.

16 UNIDENTIFIED SPEAKER: And, Your Honor, I apologize
17 because I think I'll be repeating you too, but the vehicle to
18 make this happen will be a motion that must be brought by the
19 debtor.

20 THE COURT: Is part two of the objection -- I'm sorry.
21 Part two of the objection to the Rule 15 motion.

22 UNIDENTIFIED SPEAKER: Part two to the objection to
23 the Rule 15 motion.

24 THE COURT: Yes. Yes. And you ought to wait to see
25 what complaints survive and then you can file your objection.

DPH HOLDINGS CORP., ET AL.

1 I'm assuming most people want to get that done sooner rather
2 than later, so you should do that promptly. I don't want to --
3 I don't want to have new people holding back the people who
4 have already filed their affidavits already. So I don't know
5 how soon people want to do that. I don't know if you want to
6 meet and confer over that, you know, give yourself thirty days,
7 twenty days; I don't care. It's up to you.

8 And the debtor should respond to that promptly. I'm
9 assuming the debtors' thought about this and should do it
10 within again, I would say two to three weeks.

11 MR. APPLEBAUM: Your Honor, I'm sorry; entirely my
12 fault, I'm confused.

13 We've already fi -- Doshi has already filed --

14 THE COURT: I'm just -- no, it's everyone else. The
15 other folks.

16 MR. APPLEBAUM: No, no. I appreciate that; I'm just
17 trying to -- a very prosaic issue. We've already filed our
18 affidavits in connection with our opposition papers --

19 THE COURT: Right.

20 MR. APPLEBAUM: -- for us --

21 THE COURT: Right.

22 MR. APPLEBAUM: -- in this what is now going to be
23 part two of the Rule 15. I'm just trying to understand
24 procedurally what I need to do. Is now the burden on the
25 Butzel firm or the Togut firm, depending I guess on who the

DPH HOLDINGS CORP., ET AL.

1 attorney is representing them in that conflict situation, but
2 the reorganized debtor to respond to our affidavits or to sit
3 down with us --

4 THE COURT: Yes. I think -- yes. But the timing will
5 have -- I mean, I don't see why they should do it piecemeal. I
6 think the timing should be worked from a set deadline that's
7 not too far off from now to give people a chance to put in
8 their affidavit now who haven't so far --

9 MR. APPLEBAUM: And then the idea is --

10 THE COURT: -- we've got unduly delaying people like
11 you who have already done that.

12 MR. APPLEBAUM: I understand. So you'll set a date
13 then by that date they have to respond to everyone --

14 THE COURT: Right. Right.

15 MR. APPLEBAUM: -- as to whether or not they agree or
16 disagree.

17 THE COURT: Right.

18 MR. APPLEBAUM: And then it's your hearing.

19 THE COURT: And my only thought here is whether I
20 should expand the issue here beyond the notice issue to issues
21 of prejudice or not and my inclination is -- well, I don't
22 know. My inclination is probably not, because I'm sort of
23 already have -- have my analysis in mind, and it really depends
24 on notice.

25 MR. APPLEBAUM: Um-hum.

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1 THE COURT: In other words, it means less to me that
2 someone did transaction X and someone else's CEO went to firm Y
3 than that they got notice or not.

4 MR. APPLEBAUM: Understood. Thank you.

5 THE COURT: So does it make sense to give a final date
6 on this issue of notice for thirty days from today and then
7 give the plaintiff three weeks to respond? Not from today, but
8 from my issuance of an order on the first part of the motion to
9 dismiss?

10 MR. APPLEBAUM: I don't want to speak for all the
11 defendants in the room, but do we really need that much time,
12 even? I mean, I don't want to create too much of a long
13 timeline, but it's --

14 MR. SILVERSCHOTZ: May I address Your Honor on that
15 point?

16 THE COURT: Okay. I'm also happy to have you all meet
17 and confer, talk to your clients about it and then set up a
18 call next week about it too, that's on the record. So, you
19 know, because you don't have your clients here. I don't know
20 how much you've thought about this -- not just you, but
21 everyone.

22 MR. SILVERSCHOTZ: Good evening, Your Honor, Mark
23 Silverschotz, Reed Smith, for Wells Fargo. I'm here with my
24 partner, Derek Baker, whose pro hac motion is pending.

25 THE COURT: Okay.

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1 MR. SILVERSCHOTZ: I don't like to speak before 6:30,
2 so I've waited until now.

3 THE COURT: Okay.

4 MR. SILVERSCHOTZ: Your Honor, just on the procedural
5 matter, we're going to put in our affidavit, but the only
6 concern we have with respect to that affidavit is how the Court
7 would like the facts framed. To the extent that we're putting
8 in a factual assertion that attempts in essence to prove the
9 negative, where we've received no notice of anything at any
10 time, it's a -- it's a style point, I suppose.

11 THE COURT: Well, look -- I understand. There's the
12 documentary evidence; there's no affidavit of service, for
13 example, I'm assuming. But that's point one on your affidavit
14 and then we don't know. I mean, other than that we didn't
15 know.

16 MR. SILVERSCHOTZ: And the debtor could respond as
17 they see fit.

18 THE COURT: Debtor can respond. Yes.

19 MR. SILVERSCHOTZ: Okay. That's fine, Your Honor.
20 We'll say what we can't say.

21 THE COURT: All right.

22 MR. SILVERSCHOTZ: Thank you, Your Honor.

23 THE COURT: Okay.

24 MS. HAFLEY: Your Honor, without knowing the different
25 factual scenarios that are going to be presented to us, I perceive

DPH HOLDINGS CORP., ET AL.

1 that plaintiffs are going to need to have the opportunity at
2 least to do discovery on some of these matters. And as counsel
3 just pointed out, these are going to be factual affidavits and
4 in order for us to be able to explore those facts and determine
5 whether or not there was actual notice, I don't know how we'd
6 do that without some discovery.

7 MR. NAYAK: Your Honor, Mahesh Nayak. Briefly, based
8 on the extended time we were on the record, you made it clear
9 that these things would have to happen pre-discovery, without
10 discovery, and would be decided as a matter of law. And we
11 also discussed the fact as --

12 THE COURT: I think, given the apparent lack of
13 service of the fourth extension motion, the debtor should have
14 something already in hand before they're entitled to additional
15 discovery. I just -- you know, you've got to know something.

16 And again, this issue is flagged in July. I
17 understand there's not been discovery since July but I just
18 think the debtor should -- given the lack of service --
19 apparent lack of service. If you could show me someone was
20 actually served, it's a different story. But I think given the
21 apparent lack of service I don't see why there should be
22 discovery. I mean, there's got to be something to show that
23 they had notice other than that.

24 MS. HAFLEY: Well, again, I guess it's the difference
25 between notice and actual notice, Your Honor. And to counsel's

DPH HOLDINGS CORP., ET AL.

1 point about --

2 THE COURT: Well, but -- but the point was that it
3 wasn't -- what was said to have been provided wasn't provided
4 so I think something else has to step in place to do it and
5 going on a fishing expedition for it now is a little late. I
6 understand your firm didn't do the notice in October.

7 MS. HAFHEY: And it's not just a matter of fishing
8 notice, Your Honor -- or fishing expedition, Your Honor, but
9 the reorganized debtors, of course, aren't New Delphi and to
10 your example earlier, in regards to maybe someone at Old Delphi
11 had a conversation with one of these suppliers, that's not my
12 client.

13 MR. SULLIVAN: We also didn't ask -- Your Honor, it
14 was the debtor that obviously sought these extension motions.
15 I mean, this is the debtors' bed to make.

16 MS. HAFHEY: Well, it is -- the debtor did what it --

17 THE COURT: I need to see some -- I think I need to
18 see some fact on notice before I'll say that there should be
19 more discovery -- that there should be any discovery. I mean,
20 there should be something; I just -- albeit in the context of
21 some responses to the motions to amend, I have seen several
22 affidavits where people said they didn't get anything.

23 And affidavits don't count when there's a certificate
24 of service because there's a presumption of mailing. But that
25 didn't happen.

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1 MS. HAFFEY: Well, and it -- I think what --

2 THE COURT: If it did happen, it's different. Then
3 you're going to be entitled to discovery and you'll get to the
4 next stage of this saga but if they're not on the certificate
5 of service, then I think the burden's more on you guys at that
6 point.

7 MS. HAFFEY: In regards to timing, then, Your Honor,
8 since we don't know yet how many defendants are going to, in
9 the next several days --

10 THE COURT: Right.

11 MS. HAFFEY: -- provide us with declarations, I would
12 just ask that we set the time for the debtors to respond
13 until -- and maybe set a date in which the defendants will
14 provide us with their declarations and we'll look at the number
15 then and set a time for us to respond. I think we're at this
16 stage kind of doing that in a vacuum without knowing.

17 THE COURT: Okay. I think that's fair.

18 MS. HAFFEY: Thank you.

19 MR. WURST: Judge, that's exactly the point I wanted
20 to address. This -- I'm sorry, Jeff Wurst for Wells Fargo,
21 case 07-02597, to be distinguished from the 02720.

22 The gestation period for this motion is now longer
23 than that for a human being. This motion was filed September
24 7th and it's now nine and a half months --

25 THE COURT: Well, I know, but that's not -- I mean,

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1 there are a lot of people who had their hand in that.

2 MR. WURST: No -- well, I understand that. And part
3 of trying to accommodate everyone's dates has dragged that out
4 and --

5 THE COURT: Right.

6 MR. WURST: -- where some of us had preferred earlier
7 to go the individual route, we could have been home watching a
8 ballgame by now. But --

9 THE COURT: That's because we wouldn't even have had
10 the hearing.

11 MR. WURST: I'm encouraging to move this as quickly as
12 possible.

13 THE COURT: So my view is that you should set a date.
14 I don't hear anyone leaping and saying that thirty days is too
15 short. I hear someone saying thirty days is too long. Do you
16 want to make it twenty-one days?

17 UNIDENTIFIED SPEAKER: Your Honor, can we make it ten?
18 Unless any defendant has an objection?

19 UNIDENTIFIED SPEAKER: No.

20 MR. THOMAN: This is Jim Thoman for Unifrax. I object
21 to ten days.

22 THE COURT: Okay. All right. Why not three weeks
23 from today?

24 UNIDENTIFIED SPEAKER: Thank you, Judge.

25 UNIDENTIFIED SPEAKER: Judge?

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1 THE COURT: Okay, and then as far as the debtors'
2 response, my inclination would be to have it be three weeks
3 from then. However, if they get seventy-seven of these, then
4 it might be a couple weeks longer than that. Okay?

5 Did you have a question, Ms. Grubin, or are you just
6 getting ready to leave?

7 MS. GRUBIN: No, I did have a question, Judge.

8 THE COURT: Okay. All right.

9 MS. GRUBIN: Just at the point of clarification, we
10 still are expecting from the debtors documents --

11 THE COURT: Well, those other deadlines are still in
12 effect.

13 MS. GRUBIN: -- on Monday.

14 THE COURT: Yes, on part one of the Rule 15 motion.

15 MS. GRUBIN: Okay. And could you so order the record,
16 Your Honor?

17 THE COURT: There's no such thing. I mean, everyone
18 is relying upon the record and I am perfectly prepared to issue
19 an order consistent with the record, but everyone's relying
20 upon it and that's my ruling, so that that's what should
21 happen. That's what will happen.

22 MS. GRUBIN: Okay.

23 THE COURT: It's the same thing but there's no dot --
24 there's no reordering a record.

25 MS. GRUBIN: Thank you, Judge.

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1 THE COURT: In my view, at least. Okay.

2 MS. HAFHEY: Your Honor, one housekeeping matter? And
3 this relates back to the motions to amend and the blanks
4 that --

5 THE COURT: Yes.

6 MS. HAFHEY: -- that this Court said, prior to lunch,
7 that it may entertain the opport -- allowing the reorganized
8 debtors to be able to provide a amended exhibit so that it
9 would provide antecedent debt information in?

10 THE COURT: I don't remember -- that was not my view.
11 The issue was whether I would permit you all to amend -- to
12 make a motion to amend. I'm going to see how this exercise
13 shakes out over the next week or so --

14 MS. HAFHEY: Okay.

15 THE COURT: -- before I decide that. My view, though,
16 is that there should be some costs on any motion to amend here
17 because -- on this point. It just seems to me that it's an
18 issue that was pretty obvious and my inclination is if I allow
19 it all, the cost of responding to it would be picked up by the
20 estate.

21 I don't like repeated motions to amend where I think
22 it should have been dealt with in advance. I just -- you know,
23 if you were able to tell this to me today, I don't know why you
24 weren't able to tell it in the complaint when it was filed.

25 MS. HAFHEY: And all I can tell Your Honor is it was

DPH HOLDINGS CORP., ET AL.

1 just a matter of my client digging into its documents and --

2 THE COURT: I understand, but on the other hand,
3 that's what I had granted 180 days after the effective date of
4 the fourth plan, so that these things could be done. And they
5 weren't. So that's if I granted any leave to amend at all.
6 So --

7 MS. HAFHEY: Okay.

8 THE COURT: -- I mean, to file a motion to amend,
9 which obviously incur -- people have to spend money answering
10 or responding to.

11 MS. HAFHEY: Thank you, Your Honor.

12 THE COURT: Okay.

13 IN UNISON: Thank you, Your Honor.

14 THE COURT: You look puzzled.

15 UNIDENTIFIED SPEAKER: I am puzzled.

16 THE COURT: About what?

17 UNIDENTIFIED SPEAKER: Where we are in proceeding on
18 where there are blanks.

19 THE COURT: They don't have leave to amend.

20 UNIDENTIFIED SPEAKER: They don't have leave to amend?

21 THE COURT: Not yet. I'm not granting them.

22 UNIDENTIFIED SPEAKER: So that's the thing.

23 THE COURT: Yes.

24 (Whereupon these proceedings were concluded at 6:45 PM)

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I N D E X

RULINGS

Page Line

Debtors will provide definitive response to
defendants presenting assumption notice or
claim under 8.1 within 30 days

82 17

Objections to Proposed Amended Complaints,
Overruled

187 23

Proposed amended complaint meets the Rule 8
Iqbal standard

207 4

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C E R T I F I C A T I O N

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4 I, Dena Page, certify that the foregoing transcript is a true
5 and accurate record of the proceedings.

6

7

8

9 _____
DENA PAGE

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11 Date: June 24, 2011

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EXHIBIT 3

Hearing Date And Time: August 25, 2011 at 10:00 a.m. (prevailing Eastern time)
Response Date And Time: August 18, 2011 at 4:00 p.m. (prevailing Eastern time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-------------------------------------|---|-------------------------|
| ----- | X | |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| DPH HOLDINGS CORP., <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Reorganized Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | X | |

NOTICE OF REORGANIZED DEBTORS' MOTION UNDER 11 U.S.C. § 105 AND
FED. R. BANKR. P. 9014 FOR LEAVE TO (I) SUPPLEMENT THE RECORD OF
THE JUNE 21, 2011 HEARING AND (II) FILE THE REORGANIZED DEBTORS'
STATEMENT REGARDING SERVICE OF THE FINAL EXTENSION MOTION

PLEASE TAKE NOTICE that on August 2, 2011, DPH Holdings Corp., on behalf of itself and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), filed a Motion Under 11 U.S.C. § 105 And Fed. R. Bankr. P. 9014 For Leave To (I) Supplement The Record Of The June 21, 2011 Hearing And (II) File The Reorganized Debtors' Statement Regarding Service Of The Final Extension Motion (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on August 25, 2011 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, Courtroom 118, White Plains, New York 10601-4140.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883) ("Supplemental Case Management Order"), and the Twenty-Third Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered May 3, 2011 (Docket No. 21251) (together with the Supplemental Case Management Order, the "Case Management Orders"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable

Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: President), (ii) counsel to the Reorganized Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, Albert L. Hogan III, and Ron E. Meisler), (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Brian S. Masumoto), and (iv) counsel for the agent under the Debtors' former postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian M. Resnick) in each case so as to be **received** no later than **4:00 p.m. (prevailing Eastern time) on August 18, 2011.**

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Orders will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Case Management Orders, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York
August 2, 2011

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

Hearing Date And Time: August 25, 2011 at 10:00 a.m. (prevailing Eastern time)
Response Date And Time: August 18, 2011 at 4:00 p.m. (prevailing Eastern time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
: (Jointly Administered)
Reorganized Debtors. :
-----X

REORGANIZED DEBTORS' MOTION UNDER 11 U.S.C. § 105 AND FED. R. BANKR. P. 9014
FOR LEAVE TO (I) SUPPLEMENT THE RECORD OF THE JUNE 21, 2011 HEARING AND
(II) FILE THE REORGANIZED DEBTORS' STATEMENT REGARDING
SERVICE OF THE FINAL EXTENSION MOTION

DPH Holdings Corp. ("DPH Holdings"), on behalf of itself and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), formerly known as Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submits this Motion Under 11 U.S.C. § 105 And Fed. R. Bankr. P. 9014 For Leave To (I) Supplement The Record Of The June 21, 2011 Hearing And (II) File The Reorganized Debtors' Statement Regarding Service Of The Final Extension Motion (the "Motion"), and respectfully represents as follows:

Background

1. On June 21, 2011, this Court heard oral argument on the Reorganized Debtors' Motion For Leave To File Amended Complaints (Docket No. 20575). During that hearing, this Court instructed the preference defendants that had not already done so, to submit affidavits or declarations regarding such "defendants' assertion of their facts as to notice" with respect to the Supplemental Postconfirmation Extension of Avoidance Action Service Deadline Motion (Docket No. 18952) (the "Final Extension Motion")¹ and for the Reorganized Debtors to respond to such affidavits. (Hr'g Tr. 310:14-16, Jun. 21, 2010).

Relief Requested

2. By this Motion, the Reorganized Debtors' request that this Court permit the Reorganized Debtors to file a statement, attached hereto as Exhibit A (the "Statement"), so as to supplement the information provided to the Court at the June 21, 2011, hearing, concerning notice of the Final Extension Motion. The Statement was prepared with assistance of counsel responsible for the service and prosecution of the Final Extension Motion.

¹ Capitalized terms used and not defined in this statement have the meanings ascribed to them in the Final Extension Motion.

Basis for Relief

3. At the June 21, 2011, hearing, there apparently was some confusion regarding the scope of notice authorized by the Court with respect to the Final Extension Motion. Further, numerous preference defendants have now taken the position that service of the Final Extension Motion was improper. That assertion, however, is incorrect. The Debtors believe that the Statement will be helpful in demonstrating this fact by providing the complete history regarding service of the Final Extension Motion.

4. The Statement is also responsive to this Court's request that the Debtors submit information describing the "spectrum" of notice provided to the various preference defendants. (Hr'g Tr. 307-309; Jun. 21, 2010).

5. In accordance with the Court's request, the Reorganized Debtors' special counsel for avoidance actions will file an omnibus response responding to allegations in the preference defendants' declarations that such defendant did not receive notice of the Final Extension Motion. As set forth in the omnibus response, the preference defendants' objections regarding lack of notice of the Final Extension Motion should be overruled. In addition, the Reorganized Debtors are hereby requesting leave to file the Statement prepared with the assistance of counsel responsible for service and prosecution of the Final Extension Motion. The Reorganized Debtors believe that this statement provides a critical supplement to the notice information requested by the Court. The statement places the Final Extension Motion in context by describing the relevant proceedings over the course of more than two years that led to the motion, and demonstrates that limited service of the Final Extension Motion was both proper and transparent. Accordingly, the Court should grant the Reorganized Debtors request to file the statement and supplement the record concerning notice of the Final Extension Motion.

Notice

6. Notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Twenty-Third Supplemental Order Under 11 U.S.C. §§ 102(l) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered May 3, 2011 (Docket No. 21251). Based on the information provided by special counsel handling the Adversary Proceedings, notice of this Motion was given to all remaining preference defendants currently subject to a pending Adversary Proceeding. In light of the nature of the relief requested, the Reorganized Debtors submit that no other or further notice is necessary.

WHEREFORE, the Reorganized Debtors respectfully request that this Court (a) permit the Reorganized Debtors to supplement the record with respect to the hearing held on June 21, 2011 and (b) permit the Reorganized Debtors to file a statement regarding service of the Final Extension Motion.

Dated: New York, New York
August 2, 2011

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
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John K. Lyons
Albert L. Hogan III
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Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
Reorganized Debtors. : (Jointly Administered)
-----X

ORDER PURSUANT TO 11 U.S.C. § 105 AND FED. R. BANKR. P. 9014 FOR
LEAVE TO (I) SUPPLEMENT THE RECORD OF THE JUNE 21, 2011
HEARING AND (II) FILE THE REORGANIZED DEBTORS' STATEMENT
REGARDING SERVICE OF THE FINAL EXTENSION MOTION

Upon the motion, dated August 2, 2011 (the "Motion"),¹ of DPH Holdings Corp. ("DPH Holdings"), on behalf of itself and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), formerly known as Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for entry of an order pursuant to 11 U.S.C. § 105 and Fed. R. Bankr. P. 9014 for leave to (i) supplement the record of the June 21, 2011 hearing and (ii) file the Reorganized Debtors' statement regarding service of the final extension motion; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record of the August 25, 2011 hearing on the Motion; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

¹ Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:²

1. This Court has core jurisdiction over these chapter 11 cases and the parties and property affected hereby to consider the relief described herein pursuant to 28 U.S.C. §§ 157 and 1334, article XIII of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified), and paragraphs FF and 56 of the Plan Modification Order, dated July 30, 2009 (Docket No. 18707). Venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The Motion is GRANTED.

3. This Court shall retain original and exclusive jurisdiction to hear and determine all matters arising from or relating to the implementation of this order.

Dated: White Plains, New York
August ____, 2011

UNITED STATES BANKRUPTCY JUDGE

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

EXHIBIT 3A

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DPH HOLDINGS CORP., <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Reorganized Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | x | |

REORGANIZED DEBTORS' STATEMENT IN OPPOSITION TO DECLARATIONS FILED
BY CERTAIN PREFERENCE DEFENDANTS REGARDING SERVICE OF THE
SUPPLEMENTAL POSTCONFIRMATION EXTENSION OF
AVOIDANCE ACTION SERVICE DEADLINE MOTION

(REORGANIZED DEBTORS' 4(M) SERVICE STATEMENT)

DPH Holdings and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), formerly known as Delphi Corporation and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), submit this statement concerning the declarations filed by certain preference defendants (the "Declarations") regarding service of the Supplemental Postconfirmation Extension of Avoidance Action Service Deadline Motion (Docket No. 18952) (the "Final Extension Motion"),¹ attached as Exhibit A hereto.

INTRODUCTION

1. This Statement responds to allegations in the Declarations that the Debtors' service of the Final Extension Motion was improper because certain preference defendants were not served with the Final Extension Motion and service was not in accord with the Supplemental Case Management Order (defined below). This Statement has been prepared with the assistance of the Reorganized Debtors' counsel of record that was responsible for service and prosecution of the Final Extension Motion in the Debtors' consolidated cases in October 2009. Such counsel did not participate in the June 21, 2011 hearing regarding individual adversary proceedings (which have been prosecuted since 2009 by special counsel) at which hearing there was apparently some confusion regarding the scope of notice authorized by this Court with respect to the Final Extension Motion. Because these issues were left unresolved at the conclusion of the June 21 hearing, the Reorganized Debtors' have compiled the relevant history to show that service of the Final Extension Motion was both proper and transparent.

¹ Capitalized terms used and not defined in this statement have the meanings ascribed to them in the Final Extension Motion.

2. Like each of the predecessor extension motions filed in the Reorganized Debtors' consolidated chapter 11 cases, the Final Extension Motion was *not* served on individual preference defendants *except* with respect to a very small list of defendants to whom service was directed by the Court and those parties with potential preference exposure that had determined to monitor the Debtors' chapter 11 cases and receive notices through the master or 2002 service lists by filing an appearance in the Debtors' chapter 11 cases. This limited service of the Final Extension Motion was not improper; to the contrary, the Final Extension Motion, like every other extension motion, was, by definition, an *ex parte* proceeding, the service scheme was identical with every other extension motion, had been established by disclosure and discussion with the Court, and the order approving the Final Extension Motion—just like all prior extension orders—provided that the preference defendants would *not* receive service of that order until they were served with a complaint.

3. Indeed, to have required immediate service of the Final Extension Motion on all preference defendants in October 2009 would have defeated the very purpose of the Final Extension Motion, which, like the previous extension motions, was to keep the complaints sealed and avoid unnecessary litigation costs while the Debtors determined whether or not they would proceed with various preference actions. The fact that the Reorganized Debtors ultimately proceeded with the prosecution of most of the remaining avoidance actions does not vitiate either the good cause demonstrated at the October 2009 hearing, or the relief granted by this Court with respect to the Final Extension Motion.

BACKGROUND

4. Preservation of Estate Claims Procedures Order. On August 16, 2007, the Court entered the Preservation of Estate Claims Procedures Order (Docket No. 9105) which,

among other things, (i) authorized the Debtors to file complaints in the adversary proceedings pertaining to avoidance actions under seal, (ii) stayed each adversary action unless and until the Debtors made service of process on the respective defendants, and (iii) extended to March 31, 2008, the deadline under Federal Rule of Civil Procedure 4(m) by which the Debtors would have to serve process, so that the complaints would not be subject to dismissal under Federal Rule of Civil Procedure 4(m). (Preservation of Estate Claims Procedures Order ¶¶ 7-9, attached as Exhibit B hereto.) Such relief was intended to allow the Debtors to "preserve potentially valuable assets without disrupting the plan process or existing business relationships prematurely or prejudicing the rights of any defendants." (Preservation of Estate Claims Procedures Motion ¶ 34 (Docket No. 8905), attached as Exhibit C hereto.) In addition, while the Preservation of Estate Claims Procedures Motion was served on only the master and 2002 service lists² (Aff. of Serv. (Docket No. 9039)), the Preservation of Estate Claims Procedures Order provided that: "The Debtors must serve a copy of this order upon each defendant in any Adversary Proceeding *either when the Debtors serve a summons and complaint on the defendant or as soon thereafter as practicable.*" (Preservation of Estate Claims Procedures Order ¶ 11 (emphasis added).) In accordance with the Preservation of Estate Claims Procedures Order, the Debtors commenced 742 adversary proceedings (the "Adversary Proceedings") by filing complaints under seal. None of those complaints, however, were served at that time.

5. First Extension Motion. As the March 31, 2008, deadline to serve complaints in the Adversary Proceedings approached, the Debtors had not yet substantially

² Based on the information provided by special counsel handling the Adversary Proceedings, preference defendants—or their counsel either directly or indirectly by notice to such counsel's firm—in 19 of the 77 remaining Adversary Proceedings received actual notice of the Preservation of Estate Claims Procedures Motion (14 on the master or 2002 service lists, 9 by electronic notification through the Court's ECF system—4 received both forms of notice).

consummated a plan of reorganization. The Debtors, therefore, filed the Extension of Avoidance Action Service Deadline Motion (Docket No. 12922) (the "First Extension Motion"), attached as Exhibit D hereto, seeking to extend the deadline to serve complaints by two months to May 31, 2008. In addition, the First Extension Motion—like all subsequent extension requests, including the Final Extension Motion—provided that notice of the motion had been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures (Docket No. 2883) (the "Supplemental Case Management Order") . (First Extension Motion ¶ 26.) The underlying predicate in this representation was the Debtors' good faith belief that the Supplemental Case Management Order should not be interpreted to require service of process on defendants that were party to sealed actions for which the Debtors were seeking procedural extensions of time to serve the complaints and summons.

6. At all relevant times, the Debtors were completely and publicly transparent about their interpretation of the Supplemental Case Management Order. Their interpretation is further supported by Bankruptcy Rule 9006(b)(1) which did not require the Debtors to serve the extension motions. See Law Debenture Trust Co. v. Calpine Corp. (In re Calpine Corp.) 356 B.R. 585, 595 (S.D.N.Y. 2007); Kernisant v. City of New York, 225 F.R.D. 422, 431 n.13 (E.D.N.Y. 2005); Brady v. Marks, 7 F. Supp. 2d 247 255 (W.D.N.Y. 1998). This additional authority was specifically cited in each of the extension motions subsequent to the First Extension Motion in a further effort to be completely transparent. Moreover, as early as the hearing on the First Extension Motion, the Debtors and the Court engaged in specific discussions regarding the scope of notice of the extension motions. Indeed, at the hearing on the First

Extension Motion, the Court specifically asked the Debtors whether the preference defendants that were named as retained actions under the Confirmed Plan had received notice of the First Extension Motion. The Debtors responded that such defendants "would have *not* gotten individualized notice unless they were on the 2002 list."³ (Hr'g Tr. 23:19-21, Mar. 19, 2008, relevant excerpts of which are attached as Exhibit E hereto (emphasis added).) The Debtors further explained that defendants were not served because they were not aware of the existence of the complaints. Id. 23:23-24. Taking these statements under advisement, the Court instructed the Debtors to settle the order approving the First Extension Motion on parties whose identities were publicly disclosed among the retained causes of action listed on Exhibit 7.24 of the Confirmed Plan—Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co., Inc. (See Hr'g Tr. 24:7-10, Mar. 19, 2008.) As to preference defendants in the other 741 Adversary Proceedings, most of which did not receive service of the First Extension Motion, the Court noted that: "With regard to the vast majority [of Adversary Proceedings], all the others, clearly there's a good basis for not activating that litigation. It would be moot upon consummation of the plan." Id. 24:12-14. To which the Debtors' counsel responded: "And the existence of those folks is obviously that the exhibit to the plan is public. So everyone knows what that retention is." Id. 24:15-17. The Court agreed. Id. 24:19.

7. Accordingly, on March 20, 2008, the Debtors filed a notice of presentment (Docket No. 13190) with respect to the order approving the First Extension Motion. No party objected. The Court therefore entered an order approving the First Extension Motion (Docket

³ Based on the information provided by special counsel handling the Adversary Proceedings, preference defendants—or their counsel either directly or indirectly by notice to such counsel's firm—in 21 of the 77 remaining Adversary Proceedings received actual notice of the First Extension Motion (14 on the master or 2002 service lists and 12 by electronic notification through the Court's ECF system—5 received both forms of notice). No objections were filed by anyone with respect to the First Extension Motion.

No. 13277), attached as Exhibit F hereto, which provided that "The Debtors shall serve a copy of this order upon each defendant in any Adversary Proceeding either when the Debtors serve a summons and complaint on such defendant or as soon thereafter as practicable." (Extension of Avoidance Action Service Deadline Order ¶ 2.) Additionally, based on the exchange with the Court regarding Laneko Engineering Co., Bank, National Association, and Laneko Engineering Co., Inc., the Debtors served these three parties in connection with all subsequent extension requests and included them in the notice sections of the corresponding motions.

8. Second Extension Motion. On April 10, 2008, after the Debtors' plan investors failed to participate in a closing and fulfill their obligations to fund the Confirmed Plan, the Debtors filed a motion (Docket No. 13361) (the "Second Extension Motion"), attached as Exhibit G hereto, seeking to extend the service deadline from May 31, 2008, to a date thirty days after substantial consummation of the Confirmed Plan or any modified plan. The Debtors served the Second Extension Motion upon the master and 2002 service lists, as well as Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co., Inc.⁴ The Second Extension Motion again stated that notice of the motion was provided in accordance with the Supplemental Case Management Order and, further, that notice of the motion also was provided to the three individual preference defendants. (Second Extension Motion ¶ 27.) This additional disclosure regarding notice to Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co., Inc. is consistent with the Debtors' interpretation of the requirements of the Supplemental Case Management Order as it pertained to the various

⁴ Based on the information provided by special counsel handling the Adversary Proceedings, preference defendants—or their counsel either directly or indirectly by notice to such counsel's firm—in 21 of the 77 remaining Adversary Proceedings received actual notice of the Second Extension Motion (14 on the master or 2002 service lists or by individual service and 12 by electronic notification through the Court's ECF system—5 received both forms of notice). No objections were filed by anyone with respect to the Second Extension Motion.

extension motions and as discussed with the Court. Indeed, the disclosure of service on the three parties mandated by the Court in the prior hearing would have been meaningless if the Debtors had served all of the preference defendants.

9. At the hearing on the Second Extension Motion, the Debtors again raised the issue of service and informed the Court that:

We did give some specific notice in connection with [the Second Extension Motion], Your Honor. We gave notice of the motion to [Laneko] Engineering Company, Wachovia Bank National Association and the master service list and the 2002 list. The reason that we gave specific notice to [Laneko] and Wachovia was because those were the only two parties that had been identified under Exhibit 7.24 of the plan as having the avoidance actions preserved under the plan and, therefore, we gave particularized notice to them of the relief sought by the debtors. We have not given notice to the 742 other defendants therein which are under seal and it was not served on those defendants except to the extent those defendants already had placed themselves on either the master service list or the 2002 list.

(Hr'g Tr. 11:18-12:5, Apr. 30, 2008, relevant excerpts of which are attached as Exhibit H hereto.)

The Court concluded that:

Except for the notice you did give I don't think any further notice is necessary under the plain terms of 9006 and the cause is obviously that the analysis so far that's presented in the motion is the same as it was when the motion was originally granted which is that these causes of action are being preserved in light of the limitations period, however, it's not presently contemplated that they will be pursued, although obviously the preservation of them means that they may be pursued but given that there's no reason for either the debtors or the potential defendants to start to have to incur any costs in connection with the litigation . . . cause is shown under Rule 4(m) and 9006.

Id. 12:17-13:3. As a result, the order approving the Second Extension Motion (Docket No. 13484), attached as Exhibit I hereto, again provided that "The Debtors shall serve a copy of this order upon each defendant in any Adversary Proceeding either when the Debtors serve a summons and complaint on such defendant or as soon thereafter as practicable."

(Postconfirmation Extension of Avoidance Action Service Deadline Order ¶ 2.)

10. Modified Plan. On July 30, 2009, the Court entered an order approving the Modified Plan (Docket No. 18707). Among the various modifications to the Confirmed Plan, the Modified Plan provided for the retention of 177 of the 742 Adversary Proceedings. (See Modified Plan Ex. 7.19. ¶ 6.) At the time, the Debtors were considering whether to retain special counsel to prosecute the retained Adversary Proceedings and had not yet decided to proceed in any of the Adversary Proceedings. In accordance with paragraph 2 of the order approving the Second Extension Motion, the Debtors therefore determined to keep the retained Adversary Proceedings sealed until after substantial consummation of the Modified Plan.

11. Final Extension Motion. As the Debtors approached the effective date of the Modified Plan in October 2009, it became clear that facilitating the complex transactions provided for under the Modified Plan and the Master Disposition Agreement would consume most of the Reorganized Debtors' time and resources in the immediate wake of their emergence from chapter 11. (Final Extension Motion ¶ 17.) These restraints were particularly onerous once it was determined that the Reorganized Debtors would have only a single employee and that a separate law firm would pursue the Adversary Proceedings. (Hr'g Tr. 5:10-18, Oct. 22, 2009, attached as Exhibit J hereto). Although the Debtors had narrowed the number of Adversary Proceedings from 742 to 177, the Debtors concluded that an additional extension was necessary to evaluate the remaining Adversary Proceedings and determine whether to proceed with litigation. Accordingly, on October 2, 2009, the Debtors filed the Final Extension Motion seeking a further extension of the service deadline from 30 days to 180 days after the effective date of the Modified Plan. The underlying rationale for the Final Extension Motion remained the same as prior extensions. The Debtors believed that, given additional time to evaluate the 177 retained Adversary Actions, the Reorganized Debtors might elect not to pursue certain

preference claims, thereby avoiding unnecessary litigation and the corresponding costs to both the Reorganized Debtors and preference defendants. (Final Extension Motion ¶ 18.).

12. Upon filing the Final Extension Motion, the Debtors served the parties listed on the master and 2002 lists, as well as the special parties that the Court required be served in connection with the First Extension Motion and the Second Extension Motion (i.e., Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co., Inc.). (Final Extension Motion ¶ 24.) Like the previous extension motion, the Final Extension Motion stated that notice of the motion had been provided in accordance with the Supplemental Case Management Order. Once again, the Final Extension Motion also stated that notice of the motion was provided to Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co., Inc. As explained above, naming these three parties would have been meaningless if the Debtors had served every one of the remaining preference defendants. The Debtors did not individually serve any of the other preference defendants in the Adversary Proceedings with the Final Extension Motion. Nevertheless, based on the information provided by special counsel handling the Adversary Proceedings, preference defendants—or their counsel either directly or indirectly by notice to such counsel's firm—in 22 of the 77 remaining Adversary Proceedings received actual notice of the Final Extension Motion (12 on the master or 2002 service lists or by individual service and 19 by electronic notification through the Court's ECF system—7 received both forms of notice).⁵ Consistent with the record in the chapter 11 cases with respect to the prosecution of the First and Second Extension Motions, counsel to the Reorganized Debtors noted on the record at the hearing on the Final Extension Motion that

⁵ As with the prior extension motions, no objections were filed by *anyone* with respect to the Final Extension Motion.

service had been completed "in the usual fashion." (Hr'g Tr. 5:21, Oct. 22, 2009.) Approving the Final Extension Motion, the Court observed that:

Obviously the debtors' decision to proceed this way is borne out by the fact that the vast majority of these cases have already been, effectively, booted out. And as the motion states, the potential plaintiff, here, certainly should have a little more time to analyze whether it makes sense to bring the remaining lawsuits or only some of them before DPH and the defendants incur additional costs.

Id. 6:20-7:1. And, once again, the order approving the Final Extension Motion (Docket No. 18999) provided that "The Debtors shall serve a copy of this order upon each defendant in any Adversary Proceeding *either when the Debtors serve a summons and complaint on such defendant or as soon thereafter as practicable.*"⁶ (Postconfirmation Extension of Avoidance Action Service Deadline Order (Docket No. 18999) ¶ 2, attached as Exhibit K hereto (emphasis added).)

STATEMENT

13. Although the treatment of the Adversary Proceedings had changed since the Court granted earlier extensions—the Modified Plan, unlike the Confirmed Plan, contemplated that the Reorganized Debtors would pursue at least some of the undisclosed Adversary Proceedings—the rationale for keeping complaints sealed and withholding notice to undisclosed preference defendants remained the same at the time of the Final Extension Motion. The Debtors already had made the decision not to pursue the substantial majority of the Adversary Proceedings by retaining only 177 of the 742 Adversary Proceedings, and believed that further resources of both the Reorganized Debtors and the preference defendants could be saved by giving the Reorganized Debtors additional time with its recently retained special

⁶ To be sure, this requirement to serve preference defendants along with the complaint would have been redundant if all preference defendants were required to receive service at the time of the hearing.

counsel to assess the remaining Adversary Proceedings and potentially avoid unnecessary litigation. The Debtors' demonstration of good cause in connection with the Final Extension Motion cannot be vitiated because the Reorganized Debtors, with the benefit of additional time, determined that it was in the Debtors best interests to pursue the retained Adversary Proceedings.

14. As set forth above, the lack of notice to preference defendants prior to the hearing on the Final Extension Motion was not the result of any dereliction by the Debtors. In fact, as described above, notice of the Final Extension Motion was made in the same manner as notice of each of the First and Second Extension Motions under Federal Rule of Civil Procedure 4(m), including identically phrased references to the Supplemental Case Management Order. By confirming at the hearing on the Final Extension Motion that notice of the Final Extension Motion was provided "in the usual fashion," the Debtors did nothing more than confirm the scope and method of process that had been reviewed with and approved by the Court in respect of the trilogy of 4(m) extension motions. As explained herein, the Debtors had consistently and candidly disclosed that this description of the service of the motions specifically did *not* include service on the preference defendants whose complaints remained under seal, and who were not otherwise on the master or 2002 service lists (except as otherwise specifically required by the Court).

15. Accordingly, notice of each of the First, Second, and Final Extension Motions was consistent with the Preservation of Estate Claims Procedures Order and the statements made on the record at the hearings on those motions. Any assertion to the contrary in the Declarations is incorrect.

Dated: New York, New York
August 2, 2011

SKADDEN, ARPS, SLATE, MEAGHER
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Reorganized Debtors

EXHIBIT A

**Supplemental Postconfirmation Extension
of Avoidance Action Service
Deadline Motion**

Hearing Date And Time: October 22, 2009 at 10:00 a.m. (prevailing Eastern time)
Objection Deadline: October 15, 2009 at 4:00 p.m. (prevailing Eastern time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| | : | (Jointly Administered) |
| Debtors. | : | |
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SUPPLEMENTAL MOTION PURSUANT TO FED. R. BANKR. P. 7004(a) AND
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("SUPPLEMENTAL POSTCONFIRMATION EXTENSION OF AVOIDANCE
ACTION SERVICE DEADLINE MOTION")



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Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Supplemental Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (the "Motion"), and respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. This Court has ordered joint administration of these cases.

2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee"). On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders, which was disbanded on April 24, 2009. On February 26, 2009, the U.S. Trustee appointed an official committee of retired employees to represent certain of the Debtors' current active salaried employees, retirees, and their spouses for certain limited purposes.

3. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are rules 7004 and 9004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and rule 4(m) of the Federal Rules of Civil Procedure.

B. Plan Confirmation And Postconfirmation Matters

5. On December 10, 2007, the Debtors filed their first amended joint plan of reorganization (Docket No. 11386) (the "Plan") and related disclosure statement (Docket No. 11388). On January 25, 2008, the Court entered an order (Docket No. 12359) (the "Confirmation Order") confirming the Plan, as modified (the "Confirmed Plan"). The Confirmation Order became final on February 4, 2008.

6. During the fall of 2008 the Debtors formulated certain modifications to the Confirmed Plan. On October 3, 2008, Delphi filed a motion under 11 U.S.C. § 1127 for an order approving these modifications and also sought approval of a related disclosure statement and procedures for re-soliciting votes on the Confirmed Plan, as modified (Docket No. 14310) (the "Plan Modification Motion"). Subsequently, however, substantial uncertainty and significant decline in capacity in global debt and equity markets, the global economic downturn generally, and an unprecedented decline in global automotive production volumes adversely impacted Delphi's ability to develop a revised recapitalization plan and successfully consummate the modified plan of reorganization. Moreover, as a result of market turbulence, the Debtors were unable to extend the maturity date of their DIP credit facility (the "DIP Facility") on terms reasonably acceptable to the Debtors and their other stakeholders. Accordingly, with the support of the administrative agent (the "DIP Agent") and the requisite lenders under the DIP Facility, the Debtors entered into an accommodation agreement (as subsequently amended) to allow the Debtors, among other things, to continue using certain of the proceeds of the DIP Facility.

7. On June 1, 2009, the Debtors filed a supplement to the Plan Modification Motion (the "Motion Supplement") which sought approval of certain additional modifications to the Confirmed Plan (the "Modified Plan") as well as supplemental disclosure and procedures for re-soliciting votes on the Modified Plan. The Motion Supplement was approved, with modifications, by order entered June 16, 2009 (the "Modification Procedures Order") and was later supplemented and amended by orders entered June 29, 2009 (Docket No. 17376), July 17, 2009 (Docket No. 18352), and July 21, 2009 (Docket No. 18551).

8. Also on June 1, 2009, while facing the most difficult economic period in decades with the most precipitous drop in U.S. vehicle sale volumes in half a century, Delphi reached an agreement to effect its emergence from chapter 11 through a transaction with Parnassus Holdings II, LLC ("Parnassus"), an affiliate of Platinum Equity, and with the support of GM Components Holdings LLC ("GM Components"), an affiliate of GM. In the exercise of the Debtors' fiduciary responsibilities to maximize the value of their estates for the benefit of all of their stakeholders, the Debtors executed an agreement (the "Platinum-GM MDA") to reflect the foregoing transactions through a plan of reorganization. The agreement and the changes to the Confirmed Plan were filed as part of the Motion Supplement on June 1, 2009.

9. The Modification Procedures Order, among other things, authorized the Debtors to commence solicitation of votes on the Modified Plan and set forth a comprehensive set of supplemental procedures for evaluating non-solicited alternative transactions to the Platinum-GM MDA (as supplemented and amended, the "Supplemental Procedures"). The Supplemental Procedures provided for, among other things, an auction open to DIP Lenders making a Pure Credit Bid (as defined therein) and other Qualified Bidders (as defined therein).

10. Pursuant to the Supplemental Procedures, the Debtors held an auction on July 26 and 27, 2009 (the "Auction") at which the DIP Agent submitted a Pure Credit Bid on

behalf of the DIP Lenders that was supported by the requisite majority of the two most senior tranches of the DIP Facility (the "Required Lenders"). The Pure Credit Bid involved a credit bid of 100% of the principal and interest due and owing in respect of the DIP Facility under the DIP Credit Agreement (after giving effect to the application of any cash collateral to the DIP Facility) and was based upon an alternative Master Disposition Agreement (the "Master Disposition Agreement") pursuant to which DIP Holdco 3, LLC ("DIP Holdco 3") would replace Parnassus as a purchaser, subject to the terms of the Master Disposition Agreement. DIP Holdco 3 is an entity controlled by certain of the DIP lenders that together constitute the Required Lenders under the DIP Facility. At the conclusion of the Auction, after careful consideration, Delphi's board of directors determined that the Pure Credit Bid was superior to the Platinum-GM MDA, and approved it, subject to the parties' reaching a final agreement as to the terms and conditions of the Modification Approval Order and other items. Subsequently, the Debtors made certain further modifications to the Modified Plan to address the results of the Auction.

11. After holding a final plan modification hearing on July 29 and 30, 2009, the Court entered an order approving the Modified Plan (Docket No. 18707) on July 30, 2009. Upon the effectiveness of the Modified Plan, Delphi will contemporaneously effectuate transactions, including the Master Disposition Agreement, through which DIP Holdco 3 will operate Delphi's U.S. and non-U.S. businesses going forward with \$3.6 billion in emergence capital and capital commitments but without the labor-related legacy costs associated with the North American sites which, together with Delphi's global steering business, are being acquired by GM Components. DPH Holdings Corporation ("DPH Holdings") will emerge as a reorganized entity that retains certain residual non-core and non-strategic assets and liabilities that are expected to be divested over time.

12. Consummation of these transactions through the Modified Plan, which embodies concessions made by parties-in-interest to resolve these chapter 11 cases, will provide for the satisfaction of all of the Debtors' administrative claims, secured claims, and priority claims and a potential distribution to holders of general unsecured claims. Moreover, Delphi's emerging businesses, through GM Components and DIP Holdco 3, will continue to develop and deliver high-quality products to their customers globally.

C. The Establishment Of Procedures to Preserve Estate Claims

13. Before the entry of the Confirmation Order, this Court on August 16, 2007 entered that certain Order Under 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2), And 546(a) And Fed. R. Bankr. P. 7004, 9006(c), And 9018 (i) Authorizing Debtors To Enter Into Stipulations Tolling Statute Of Limitations With Respect To Certain Claims, (ii) Authorizing Procedures To Identify Causes Of Action That Should Be Preserved, And (iii) Establishing Procedures For Certain Adversary Proceedings Including Those Commenced By Debtors Under 11 U.S.C. § 541, 544, 545, 547, 548, Or 553 ("Preservation Of Estate Claims Procedures Order") (Docket No. 9105). On March 28, 2008, this Court entered the Order Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (Docket No. 13277) (the "Deadline Extension Order").

14. The purpose of the Preservation Of Estate Claims Procedures Order was two-fold: on the one hand, it permitted the Debtors to preserve their right to pursue (or abandon) certain avoidance actions before the then-impending expiration of the two-year statute of limitations to file such actions; on the other hand, it established procedures to avoid having to force all potential defendants to retain counsel and defend against the adversary proceedings when, in fact, the Debtors anticipated that most of them would be resolved upon the Debtors'

emergence from chapter 11 and thus never pursued. To that end, the Preservation Of Estate Claims Procedures Order and the Deadline Extension Order (i) allowed the Debtors to file adversary proceeding complaints under seal, (ii) directed the Clerk of Court to delay issuing summonses for complaints unless and until the Debtors notified the Clerk of Court of their intent to prosecute such actions, (iii) stayed each adversary action unless and until the Debtors make service of process on the respective defendants, and (iv) extended the deadline under Fed. R. Civ. P. 4(m) by which the Debtors would have to serve process to May 31, 2008, so that the complaints would not be subject to dismissal under Fed. R. Civ. P. 4(m). Such relief was intended to allow the Debtors to preserve potentially valuable assets without disrupting the Confirmed Plan process or business relationships or prejudicing the rights of any defendants. In accordance with the Preservation Of Estate Claims Procedures Order, the Debtors commenced 742 adversary proceedings (the "Adversary Proceedings") by filing complaints under seal.

15. On April 10, 2008, after the Debtors' plan investors failed to participate in a closing and fulfill their obligations to fund the Confirmed Plan, the Debtors filed a Motion Pursuant to Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (the "Postconfirmation Extension Motion") (Docket No. 13361), seeking to extend the service deadline set forth in the Deadline Extension Order until 30 days after substantial consummation of the Confirmed Plan or any modified plan. The Court granted this extension by order entered April 30, 2008 (the "Postconfirmation Extension Order") (Docket No. 13484).

Relief Requested

16. By this Motion, the Debtors request entry of an order under Bankruptcy Rule 9006(b)(1) and Federal Rule Of Civil Procedure 4(m), made applicable by Bankruptcy

Rule 7004(a), to further extend the deadline by which the Debtors would be required to serve a summons and complaint upon each defendant under the Preservation Of Estate Claims Procedures Order, as modified by the Deadline Extension Order and the Postconfirmation Extension Order. Specifically, the Debtors request that the existing service deadline set forth in the Deadline Extension Order be extended to 180 days after substantial consummation of the Modified Plan.

Basis For Relief

17. A further extension of the time for service in the Adversary Proceedings is necessary due to the complex nature of the transactions set forth in the Modified Plan and the Master Disposition Agreement. At the time of the Debtors' request to extend their Fed. R. Civ. P. 4(m) deadline to serve defendants in the Adversary Proceedings until 30 days after substantial consummation of a plan of reorganization, the Confirmed Plan contemplated that the Debtors would maintain essentially the same identity and corporate organization following substantial consummation and that the reorganized company would retain few causes action. As noted above, however, the transaction set forth in the Modified Plan and the Master Disposition Agreement divides the Debtors' business among three separate parties: DPH Holdings LLC, GM Components, and DIP Holdco 3. The Debtors anticipate that, in the months following effectiveness of the Modified Plan, a significant amount of time and resources will be devoted to supporting the transition of operations among these three entities and implementing the Modified Plan. Moreover, Exhibit 7.19 of the Modified Plan lists significantly more causes of action that will be retained by DPH Holdings than originally retained under the Confirmed Plan, including

177 of the Adversary Proceedings filed under seal (the "Retained Adversary Proceedings").¹

Consequently, the Debtors do not believe that DPH Holdings will be able to evaluate each of the retained Adversary Proceedings – for example, to assess the ongoing relationship with certain defendants and whether events since initiating the Adversary Proceedings have impacted the Debtors' estimated recoveries – and make a determination whether to pursue such Adversary Proceedings within 30 days after substantial consummation of the Modified Plan.

18. In addition, the extension now sought in this Motion will relieve the Debtors and defendants in the Adversary Proceedings from incurring unnecessary costs. Although the Debtors ultimately may determine not to prosecute certain of the Adversary Proceedings listed on Exhibit 7.19 of the Modified Plan, the Debtors would have to effect service to each of the 177 Retained Adversary Proceedings soon after substantial consummation to allow the Debtors enough to timely serve each defendant and meet the deadline set forth in the Postconfirmation Extension Order. In turn, defendants who are parties to Retained Adversary Proceedings that the Debtors otherwise might not ultimately pursue could be forced to unnecessarily incur litigation expenses associated with the defense of such Adversary Proceedings.

19. The Debtors believe that there is good cause for the extension of the Fed. R. Civ. P. 4(m) deadline because such an extension would reduce the administrative and economic burdens of the Retained Adversary Proceedings on the Debtors and the potential

¹ Under the Modified Plan, the Debtors will not retain any of the causes of action asserted in the Adversary Proceedings except those listed on Exhibit 7.19 to the Modified Plan. Although the Debtors' request for an extension of the Fed. R. Civ. P. 4(m) deadline is applicable to all of the Adversary Proceedings, upon substantial consummation of the Modified Plan – which may occur prior to the scheduled hearing on this Motion – the extension will affect only those actions specifically retained pursuant to section 7.19 of the Modified Plan.

defendants. Specifically, the Debtors believe that the resources that they and the defendants would need to expend prematurely to issue and serve 177 summonses and complaints in the Retained Adversary Proceedings – and the potential need thereafter to prosecute and defend such adversary proceedings – would not be in the best interests of the Debtors' estates, the Debtors' stakeholders, and other parties-in-interest. The Debtors submit that these reasons comprise good cause for the requested extension.

Applicable Authority

20. The Bankruptcy Rules and Federal Rules of Civil Procedure grant this Court discretion to adopt and implement guidelines which will aid in the administration of Adversary Proceedings, including discretion to grant the proposed extension of the service of process deadline. See Zapata v. City of New York, 502 F.3d 192, 195 (2d Cir. 2007) (Rule 4(m) authorizes court to grant extensions of service period); In re Sheehan, 253 F.3d 507, 511 (9th Cir. 2001) ("The time for service in an adversary proceeding may be extended under two different rules: Rule 4(m) of the Federal Rules of Civil Procedure, and Bankruptcy Rule 9006(b).").

21. Bankruptcy Rule 9006(b)(1) provides for the enlargement of time to perform acts required under the Bankruptcy Rules: "[W]hen an act is required or allowed to be done at or within a specified period by these rules or by a notice given thereunder or by order of court, the court for cause shown may at any time in its discretion . . . order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order" Fed. R. Bankr. P. 9006(b)(1).

22. Moreover, Fed. R. Civil P. 4(m), made applicable here by Bankruptcy Rule 7004(a), requires courts, upon a showing of good cause, to extend the period for service of process after the filing of a complaint. See Bank of Cape Verde v. Bronson, 167 F.R.D. 370, 371-72 (S.D.N.Y. 1996) (good cause existed when future events would likely have "obviated the

need to serve the [] complaint" and when plaintiff requested extension before Fed. R. Civ. P. 4(m) deadline expired). Even absent good cause, this Court has discretion to extend the 120-day service period. See Zapata, 502 F.3d at 196; Mejia v. Castle Hotel Inc., 164 F.R.D. 343, 345 (S.D.N.Y. 1996).

23. The Debtors accordingly request that the Court extend the Debtors' Fed. R. Civ. P. 4(m) deadline to serve each defendant in the Adversary Proceedings commenced in connection with the Preservation Of Estate Claims Procedures Order with a summons and a copy of the complaint until 180 days after substantial consummation of the Modified Plan, without prejudice to the Debtors' right to seek further extensions of the deadline and without prejudice to the right of each of Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co., Inc.² to seek a shortening of the deadline.

Notice Of Motion

24. Although notice is not required by Fed. R. Bankr. P. 9006(b)(1), see Law Debenture Trust Co. v. Calpine Corp. (In re Calpine Corp.), 356 B.R. 585, 595 (S.D.N.Y. 2007); Kernisant v. City of New York, 225 F.R.D. 422, 431 n.13 (E.D.N.Y. 2005); Brady v. Marks, 7 F. Supp. 2d 247, 255 (W.D.N.Y. 1998), notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Fifteenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P.

² Causes of action against Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc. were previously disclosed on Exhibit 7.24 of the Confirmed Plan as actions that would be retained, and these causes of action have again been retained pursuant to section 7.19 of the Modified Plan.

2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered August 27, 2009 (Docket No. 18839).

Notice has also been provided to Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co., Inc. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

WHEREFORE the Debtors respectfully request that the Court enter an order
(a) granting the relief requested herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
October 2, 2009

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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- and -

By: /s/ Kayalyn A. Marafioti
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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

ORDER PURSUANT TO FED. R. BANKR. P. 7004(a) AND
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("POSTCONFIRMATION EXTENSION OF AVOIDANCE ACTION SERVICE
DEADLINE ORDER")

Upon the supplemental motion, dated October 2, 2009 (the "Motion"), of
Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and
debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an
order under Federal Rules of Bankruptcy Procedure 7004(a) and 9006(b)(1) and Federal
Rule of Civil Procedure 4(m) to extend the deadline to serve process for Adversary
Proceedings¹ commenced in connection with the Preservation Of Estate Claims Procedures
Order² (Docket No. 9105), which deadline was previously extended to May 31, 2008
pursuant to the Order Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R.
Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In

¹ Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

² The Adversary Proceedings are listed by adversary proceeding number on Exhibit A attached hereto.

Connection With Preservation Of Estate Claims Procedures Order (Docket No. 13277) (the "First Deadline Extension Order") and further extended to 30 days after substantial consummation of the Confirmed Plan or any modified plan pursuant to the Motion Pursuant to Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (Docket No. 13361) (the "Postconfirmation Extension Motion"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion as granted herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given, and it appearing that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as provided herein.
2. Paragraph 8 of the Preservation Of Estate Claims Procedures Order, as previously modified by the First Deadline Extension Order and the Postconfirmation Extension Motion, is hereby further modified so that the time under Federal Rule of Civil Procedure 4(m) by which the Debtors must serve a defendant in the Adversary Proceedings with a summons and complaint is further extended until 180 days after substantial consummation of the Modified Plan, without prejudice, however, to the Debtors' right to seek further extensions and without prejudice to the right of each of Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc. to seek a

shortening of the deadline. The Debtors shall serve a copy of this order upon each defendant in any Adversary Proceeding either when the Debtors serve a summons and complaint on such defendant or as soon thereafter as practicable. All other provisions of the Preservation Of Estate Claims Procedures Order shall remain in effect.

3. This order shall be deemed entered in each of the Adversary Proceedings.

4. The Debtors shall file a copy of this order in each of the Adversary Proceedings.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: New York, New York
October __, 2009

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

| Adversary Proceeding Number | Adversary Proceeding Number | Adversary Proceeding Number |
|--|--|--|
| 07-02074 | 07-02302 | 07-02592 |
| 07-02076 | 07-02305 | 07-02597 |
| 07-02077 | 07-02309 | 07-02600 |
| 07-02084 | 07-02310 | 07-02602 |
| 07-02090 | 07-02312 | 07-02605 |
| 07-02096 | 07-02313 | 07-02606 |
| 07-02098 | 07-02322 | 07-02607 |
| 07-02124 | 07-02328 | 07-02617 |
| 07-02125 | 07-02333 | 07-02618 |
| 07-02130 | 07-02337 | 07-02619 |
| 07-02131 | 07-02339 | 07-02623 |
| 07-02133 | 07-02344 | 07-02625 |
| 07-02135 | 07-02348 | 07-02633 |
| 07-02138 | 07-02350 | 07-02639 |
| 07-02140 | 07-02351 | 07-02644 |
| 07-02142 | 07-02357 | 07-02649 |
| 07-02147 | 07-02358 | 07-02650 |
| 07-02151 | 07-02372 | 07-02652 |
| 07-02161 | 07-02374 | 07-02654 |
| 07-02177 | 07-02378 | 07-02657 |
| 07-02182 | 07-02414 | 07-02659 |
| 07-02185 | 07-02416 | 07-02661 |
| 07-02186 | 07-02432 | 07-02668 |
| 07-02188 | 07-02433 | 07-02672 |
| 07-02198 | 07-02435 | 07-02679 |
| 07-02201 | 07-02436 | 07-02688 |
| 07-02203 | 07-02442 | 07-02689 |
| 07-02210 | 07-02445 | 07-02690 |
| 07-02211 | 07-02449 | 07-02694 |
| 07-02212 | 07-02457 | 07-02697 |
| 07-02214 | 07-02459 | 07-02702 |
| 07-02217 | 07-02462 | 07-02711 |
| 07-02220 | 07-02466 | 07-02712 |
| 07-02227 | 07-02475 | 07-02714 |
| 07-02234 | 07-02477 | 07-02720 |

| Adversary Proceeding Number | Adversary Proceeding Number | Adversary Proceeding Number |
|--|--|--|
| 07-02236 | 07-02479 | 07-02723 |
| 07-02238 | 07-02484 | 07-02730 |
| 07-02242 | 07-02489 | 07-02737 |
| 07-02245 | 07-02500 | 07-02739 |
| 07-02248 | 07-02505 | 07-02742 |
| 07-02250 | 07-02523 | 07-02743 |
| 07-02256 | 07-02525 | 07-02744 |
| 07-02257 | 07-02527 | 07-02745 |
| 07-02258 | 07-02534 | 07-02750 |
| 07-02259 | 07-02539 | 07-02753 |
| 07-02260 | 07-02540 | 07-02756 |
| 07-02262 | 07-02541 | 07-02758 |
| 07-02270 | 07-02543 | 07-02767 |
| 07-02272 | 07-02551 | 07-02768 |
| 07-02274 | 07-02553 | 07-02769 |
| 07-02280 | 07-02554 | 07-02775 |
| 07-02282 | 07-02555 | 07-02783 |
| 07-02284 | 07-02556 | 07-02785 |
| 07-02287 | 07-02562 | 07-02787 |
| 07-02288 | 07-02563 | 07-02789 |
| 07-02291 | 07-02571 | 07-02790 |
| 07-02295 | 07-02572 | 07-02799 |
| 07-02298 | 07-02580 | 07-02800 |
| 07-02301 | 07-02581 | 07-02804 |

EXHIBIT B

Preservation of Estate Claims Procedures Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

ORDER UNDER 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2),
AND 546(a) AND FED. R. BANKR. P. 7004, 9006(c), AND 9018
(i) AUTHORIZING DEBTORS TO ENTER INTO STIPULATIONS
TOLLING STATUTE OF LIMITATIONS WITH RESPECT TO CERTAIN
CLAIMS, (ii) AUTHORIZING PROCEDURES TO IDENTIFY CAUSES OF
ACTION THAT SHOULD BE PRESERVED, AND (iii) ESTABLISHING
PROCEDURES FOR CERTAIN ADVERSARY PROCEEDINGS INCLUDING THOSE
COMMENCED BY DEBTORS UNDER 11 U.S.C. § 541, 544, 545, 547, 548, OR 553

("PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER")

Upon the motion, dated August 6, 2007 (the "Motion"), of Delphi
Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-
possession in the above-captioned cases (collectively, the "Debtors"), for an order (the
"Order") under 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2), and 546(a) and Federal
Rule of Bankruptcy Procedure 7004, 7016(b), 9006, and 9018 (i) authorizing the Debtors
to enter into stipulations tolling the statute of limitations with respect to certain claims,
(ii) authorizing procedures to identify causes of action that should be preserved, and



(iii) establishing procedures for certain Adversary Proceedings¹ commenced by the Debtors under 11 U.S.C. § 541, 544, 545, 547, 548, or 553; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The filing and service procedures set forth under the Bankruptcy Rules, the Local Rules, and any orders of this Court in these chapter 11 cases are modified or waived, as the case may be, as provided herein with respect to the Adversary Proceedings.
3. Scope Of The Procedures. The procedures established by this Order apply to each Adversary Proceeding that the Debtors identify to the Clerk of the Court as being subject to these procedures.
4. Approval Of Tolling Agreements. The Debtors are hereby authorized to enter into stipulations, substantially in the form attached hereto as Exhibit 1, tolling the statute of limitations with respect to claims described in the Motion for the tolling period described in the Motion. Each Debtor is deemed to have entered into such a

¹ Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

stipulation with other Debtors and affiliated non-Debtor entities either controlled by the Debtors or that had actual notice of this Motion.

5. Procedures To Identify Causes Of Action And Abandonment

Authority. The procedures set forth in the Motion to identify causes of action that should be preserved are approved. The Debtors are authorized, without the need for any further order or any further notice under Bankruptcy Rule 6007(a), to abandon those causes of action or categories of causes of action that the Debtors propose in the Motion to abandon. Subject to the procedures set forth in the Motion, the Debtors are further authorized to abandon without further notice causes of action falling within the additional categories of causes of action identified in the Motion and which they determine should not be pursued, without the need for any further order or any further notice under Bankruptcy Rule 6007(a) with the exception of the notice and opportunity for a hearing provided in the next sentence. The Debtors may abandon such additional causes of action after giving 10 days' notice thereof to the Statutory Committees; if a Statutory Committee objects within 10 days after service of the notice, the Debtors may bring the matter before this Court for a ruling on whether the proposed abandonment satisfies section 554(a) of the Bankruptcy Code. Notwithstanding any such abandonment, the Debtors fully reserve and preserve all of their rights under section 502(d) of the Bankruptcy Code.

6. Scope Of Fraudulent Transfer Review. For purposes of identifying

and preserving potential fraudulent transfer claims, the Debtors need only review the following categories of transactions: merger and acquisition deals at or exceeding \$20 million, transfers to Delphi's board of directors or strategy board members other than

for compensation or ordinary-course expense reimbursement (if any), unusual securities transactions (if any), dividend distributions to 5% shareholders, and Delphi's "financially troubled supplier" program.

7. Filing Of Complaints Under Seal. The Clerk of Court is directed to accept for filing, under seal, paper copies of the complaint in each Adversary Proceeding that the Debtors inform the Clerk is subject to these procedures. The Debtors may also file under seal any amended complaint in the Adversary Proceeding for so long as the Adversary Proceeding remains stayed in accordance with paragraph 9 below. Absent further order of the Court or termination of the stay in accordance with paragraph 9 below, the case docket for any such Adversary Proceeding shall not disclose the identity of any defendant in the Adversary Proceeding and shall not disclose the complaint or any amended complaint in the Adversary Proceeding. The Debtors shall coordinate with the Clerk of Court to accomplish an efficient and cost-effective filing of the complaints and amended complaints contemplated by this order. The Debtors shall submit to the Clerk, under seal, appropriate electronic media containing PDF copies of the complaints and amended complaints. This order shall not preclude the Debtors, in their sole discretion, from making a copy of a complaint or amended complaint available to parties; provided that the Debtors maintain an internal record that they, and not the Clerk, made the complaint or amended complaint available. The Debtors and GM shall have leave to file, under seal, a stipulation acceptable to the Statutory Committees that contains tolling provisions, consistent with this order, and other agreements of the parties with respect to the sealed complaint involving GM, which stipulation shall be deemed "so ordered" and

shall be sealed in accordance with the terms of this order. The complaint and any amended complaint filed in an Adversary Proceeding shall remain under seal until the stay terminates in accordance with paragraph 9 below.

8. Extension of the Time for Service Under Federal Rule of Civil Procedure 4(m). The Debtors shall have until March 31, 2008 to serve each defendant in the Adversary Proceedings with summons and complaint, without prejudice to seek further extensions.

9. Stay Of Adversary Proceedings. All activity in the Adversary Proceedings denominated by the Debtors as subject to these procedures shall be stayed until the earlier of (i) the Debtors' service of a summons and complaint on the defendant in any Adversary Proceeding and (ii) further order of this Court after application therefor. Notwithstanding the stay, the Debtors may amend their complaint during the stay. Also, during the stay, the Debtors may dismiss any Adversary Proceeding after 10 days' notice to counsel to the Statutory Committees. If a Statutory Committee objects within 10 days after service of the notice of dismissal, the Debtors may bring the matter before this Court for a ruling on whether the proposed dismissal satisfies section 554(a) of the Bankruptcy Code.

10. Deferral Of Issuance Of Summons. The Clerk of Court is directed not to issue summons in any Adversary Proceeding denominated by the Debtors as subject to these procedures until either the stay is lifted with respect to such Adversary Proceeding or the Debtors request the Clerk of Court to issue a summons.

11. Service Of Order With Summons And Complaint. The Debtors must serve a copy of this order upon each defendant in any Adversary Proceeding either when the Debtors serve a summons and complaint on the defendant or as soon thereafter as practicable.

12. Additional Procedures. This Order is without prejudice to the Debtors' seeking additional procedures to govern the Adversary Proceedings.

13. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

14. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: August 16, 2007
New York, New York

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|-------------------------------------|-----|
| ----- | - x |
| | : |
| In re | : |
| | : |
| DELPHI CORPORATION, <u>et al.</u> , | : |
| | : |
| | : |
| Debtors. | : |
| ----- | x |

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

**STIPULATION TOLLING APPLICABLE STATUTES OF LIMITATIONS
WITH RESPECT TO CLAIMS AGAINST [DEFENDANT]**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,
debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and
[Defendant], and its affiliates and subsidiaries, hereby agree and state as follows:

WHEREAS on October 8, 2007 and October 14, 2007 (together, the "Filing Date"), the

Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

WHEREAS in the course of the Debtors' bankruptcy cases, claims and causes of action under or through various provisions of the Bankruptcy Code, including, without limitation, sections 502, 541, 544, 545, 547, 548, 550, and 553 of the Bankruptcy Code, might be asserted by one or more of the Debtors or asserted on behalf of the Debtors' estates against [Defendant].

WHEREAS [Defendant] might wish to assert defenses, setoffs, and counterclaims to such claims or causes of action by the Debtors.

WHEREAS the Debtors and [Defendant] seek to avoid the cost and expense of unnecessary motion practice and litigation and seek to preserve all of their respective legal rights without allowing any applicable statute of limitations to expire and without acknowledging in any way that valid claims, causes of action, or defenses thereto exist or do not exist.

THEREFORE, the Debtors and [Defendant] stipulate and agree as follows:

1. The running of any applicable statute of limitations under sections 108 and 546(a) of the Bankruptcy Code, and all other time limitations or time-based defenses concerning any claim or cause of action against [Defendant] which might be asserted by one or more of the Debtors or asserted on behalf of the Debtors' estates under or through various provisions of the Bankruptcy Code, including, without limitation, any of sections 502, 541, 544, 545, 547, 548, and 553 of the Bankruptcy Code (the "Claims"), is hereby tolled.

2. The time elapsed during the Tolled Period (defined below) with respect to the Claims is excluded from any computation of time for purposes of any argument or defense based on statutes of limitations, laches, estoppel, waiver, and any other time-based defense or

right. As of the termination of this stipulation, the rights of each of the undersigned parties and their successors, assigns, and legal representatives with respect to the Claims will be as they were immediately before the execution of this stipulation with respect to the interposition of any argument or defense based on statutes of limitations, laches, estoppel, waiver, and any other time-based defense or right. This stipulation does not revive any Claim which was barred by the statute of limitations or any other time-based defense before the date this stipulation was executed.

3. The provisions of this stipulation extend up to and include the first business day nine months following entry of an order confirming the Plan, as the same may have been amended or modified before its entry (the "Tolled Period").

4. Notwithstanding the provisions contained herein, in the sole and absolute discretion of the Debtors, or their respective successors and assigns, the Debtors or such successors and assigns are permitted to commence any litigation against [Defendant] during the Tolled Period.

5. Each of the parties acknowledges that it has read all of the terms of this stipulation and enters into those terms voluntarily and without duress.

6. This stipulation contains the entire agreement between the parties regarding the provisions set forth above and may be modified only in a writing signed by the parties or their duly appointed agents, upon notice to counsel for the official committee of unsecured creditors.

7. This stipulation is not to be construed, and is not intended, as an admission or suggestion that any valid claim or cause of action exists against [Defendant] or that any valid defense to any such claim or cause of action exists.

8. Except as expressly set forth in this stipulation, each of the parties hereto reserves all rights and remedies that it may have against the other.

9. The parties intend that this stipulation and Order and the tolling contemplated hereby shall not impair, diminish, or eliminate any jurisdiction of the Bankruptcy Court, to the extent that it has jurisdiction as of the date of execution of this stipulation, to adjudicate any claim, action, or proceeding relating to or arising out of any matter referred to above. In particular, the parties understand, and the Bankruptcy Court by approving this stipulation or form of stipulation finds and determines, that section 546(a) of the Bankruptcy Code constitutes a true statute of limitations which may be tolled by the parties' agreement. The parties nevertheless recognize that there exist dicta in certain reported cases indicating that some courts (which have considered section 546(a) of the Bankruptcy Code to impose a temporal limit on the jurisdiction of the Bankruptcy Court) might hold that section 546(a) could not be tolled by agreement. If a final and non-appealable order of a court of competent jurisdiction determines that (i) the time limitations described in section 546(a) cannot be effectively tolled by agreement and (ii) the Bankruptcy Court therefore cannot adjudicate any such claim, action, or proceeding, then the non-Debtor party to each stipulation (as a new and separate obligation and in consideration of the forbearance provided for hereby) must pay to each Debtor that amount, if any, which the Bankruptcy Court by final order determines would have been the ultimate net liability of the non-Debtor party to such Debtor on any such claim, action, or proceeding if an adversary proceeding on such claim, action, or proceeding had been commenced in Bankruptcy Court on the date this stipulation was executed, but giving full effect to any and all other defenses or counterclaims of any kind or nature that the non-Debtor party could assert in such an adversary proceeding. If the Bankruptcy Court is not competent to make such a determination,

the determination will be made by final and binding arbitration in New York City, New York, and the Debtors and the non-Debtor party hereby irrevocably submit to such binding arbitration before a single arbitrator administered by the American Arbitration Association in accordance with its Commercial Arbitration Rules and, in all disputes regardless of dollar amount at issue, its Procedures For Large, Complex Commercial Disputes (the "AAA Rules") (but only in the event that the Bankruptcy Court is not competent to make the determination as described above) and to entry of judgment upon the arbitration award in the Bankruptcy Court or any court of competent jurisdiction. In addition to the qualifications required by the AAA Rules, the arbitrator must be a lawyer who has practiced bankruptcy law for at least five years, a lawyer on the Register of Mediators maintained by the Clerk of the United States Bankruptcy Court for the Southern District of New York, or a former bankruptcy judge.

10. This stipulation is deemed to have been jointly drafted by the parties hereto, and, in constructing and interpreting this stipulation, no provision may be construed and interpreted for or against any of the parties because such provision or any other provision of this stipulation, or this stipulation as a whole, was purportedly prepared or requested by that party.

11. This stipulation and the rights and obligations of the parties hereunder are governed by, and construed and interpreted in accordance with, the laws of the State of New York and, to the extent applicable, federal bankruptcy law, and any action or proceeding to enforce the rights and obligations of the parties hereunder must originally and exclusively be brought in the Bankruptcy Court.

12. This stipulation is effective as of the date it is fully executed and is binding upon, and inures to the benefit of, the successors, representatives, assigns, and heirs of the parties hereto.

13. Pursuant to the Order of the Bankruptcy Court in these cases, dated August 16, 2007 [Docket # ____], this stipulation is deemed "So Ordered" upon its execution by the parties.

14. This stipulation may be executed in counterparts and by facsimile signature, and all executed counterparts and facsimile signatures taken together constitute one document.

15. Except as otherwise expressly provided herein, the use of the singular of any word includes the plural and the use of the plural includes the singular.

DATED: New York, New York
_____, 2007

[Debtor-in-Possession]

By: _____

[Defendant]

By: _____

[Attorneys for Debtor-in-Possession]

By: _____

[Attorneys for Defendant]

By: _____

EXHIBIT C

Preservation of Estate Claims Procedures Motion

Hearing Date And Time: August 16, 2007, At 10:00 A.M.
Objection Deadline: August 13, 2007, At 4:00 P.M.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11
: :
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: (Jointly Administered)
Debtors. :
-----x

EXPEDITED MOTION FOR ORDER UNDER 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2),
AND 546(a) AND FED. R. BANKR. P. 7004, 9006(c), AND 9018 (i) AUTHORIZING
DEBTORS TO ENTER INTO STIPULATIONS TOLLING STATUTE OF LIMITATIONS
WITH RESPECT TO CERTAIN CLAIMS, (ii) AUTHORIZING PROCEDURES TO IDENTIFY
CAUSES OF ACTION THAT SHOULD BE PRESERVED, AND (iii) ESTABLISHING
PROCEDURES FOR CERTAIN ADVERSARY PROCEEDINGS INCLUDING
THOSE COMMENCED BY DEBTORS UNDER 11 U.S.C. § 541, 544, 545, 547, 548, OR 553

("PRESERVATION OF ESTATE CLAIMS PROCEDURES MOTION")



Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), submit this expedited motion (the "Motion") for an order (the "Order") under 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2), and 546(a) and Federal Rules of Bankruptcy Procedure 7004, 9006(c), and 9018 (i) authorizing the Debtors to enter into stipulations tolling the statute of limitations with respect to certain claims, (ii) authorizing procedures for the Debtors to identify causes of action that should be preserved and granting authority to abandon certain causes of action, and (iii) establishing procedures for certain adversary proceedings, including those commenced by the Debtors under 11 U.S.C. § 541, 544, 545, 547, 548, or 553, and respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. The Court has ordered joint administration of these cases.

2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (together with the official committee of unsecured creditors, the "Statutory Committees").

3. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 102(1)(a), 105(a), 107, 108(a)(2), 502(d), 541, 544, 545, 546(a), 547, 548, and 553 of the Bankruptcy Code and Rules 7004, 9006(c), and 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2006 had global net sales of \$26.4 billion and global assets of approximately \$15.4 billion.¹ At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.²

6. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines,

¹ The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 27, 2007.

² On March 20 2007, Delphi Automotive Systems Espana S.L. ("DASE"), whose sole operation is a non-core automotive component plant in Cadiz, Spain, filed a "Concurso" application for a Spanish insolvency proceeding. The application was approved by the Spanish court on April 13, 2007. On July 4, 2007, DASE, its Concurso receivers, and the Cadiz workers councils and unions reached a settlement on a social plan, the funding of which was approved by this Court on July 19, 2007. The Spanish court approved the social plan on July 31, 2007. The Concurso proceeding is consistent with Delphi's transformation plan to optimize its manufacturing footprint and to lower its overall cost structure.

and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer ("OEM").

7. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

8. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.³ Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net

³ Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

losses of approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006, the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs.

9. The Debtors believe that the Company's financial performance has deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.

10. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete its transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

11. On March 31, 2006, the Company outlined the key tenets of a transformation plan that it believed would enable it to return to stable, profitable business operations. The Debtors stated that they needed to focus on five key areas:⁴ first,

⁴ In furtherance of the Debtors' transformation plan, on December 18, 2006, the Debtors announced their execution of an equity purchase and commitment agreement with certain investors, and a plan framework support agreement with those investors and GM. On July 9, 2007, Delphi confirmed that it had formally terminated the equity purchase and commitment agreement and related plan framework

modifying the Company's labor agreements to create a competitive arena in which to conduct business;⁵ second, concluding their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company;⁶ third, streamlining their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus;⁷ fourth, transforming their salaried workforce to ensure

support agreement but that it expected to enter into new framework agreements with plan investors presently. Subsequently, on July 18, 2007, Delphi announced that it had accepted a new proposal for an equity purchase and commitment agreement (the "Delphi-Appaloosa EPCA") submitted by a group comprising a number of the original plan investors (affiliates of Appaloosa Management L.P., Harbinger Capital Partners Master Fund I, Ltd., Merrill Lynch, Pierce, Fenner & Smith Inc., and UBS Securities LLC) as well as, Goldman Sachs & Co. and an affiliate of Pardus Capital Management, L.P. (collectively, the "New Plan Investors"). Under the Delphi-Appaloosa EPCA, the New Plan Investors would invest up to \$2.55 billion in preferred and common equity in the reorganized Delphi to support the Company's transformation plan and plan of reorganization. This Court approved the Delphi-Appaloosa EPCA on August 2, 2007.

⁵ Among the progress made to date, on June 22, 2007, Delphi reached an agreement with the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America (the "UAW") and GM that (a) modifies, extends, or terminates provisions of the existing collective bargaining agreements among Delphi, the UAW, and its various locals, (b) provides that Delphi and GM will undertake certain financial obligations to Delphi's UAW-represented employees and retirees to facilitate these modifications, and (c) modifies retiree welfare benefits for certain UAW-represented retirees of the Debtors. This agreement, which was approved by this Court on July 19, 2007, should facilitate the Debtors' reaching consensual resolutions of their labor issues with the remaining unions and GM and permit the Debtors to continue to implement their transformation plan and to develop, prosecute, confirm, and consummate a plan of reorganization. As of August 6, 2007, similar agreements have been reached with the International Association of Machinists and Aerospace Workers and its District 10 and Tool and Die Makers Lodge 78, the International Brotherhood of Electrical Workers and its Local 663, International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers-Communication Workers of America and its local unions, and Locals 832S, 18S, and 101S of the International Union of Operating Engineers. Delphi is currently engaged in settlement discussions with its remaining U.S. labor union and is working to conclude discussions with that union as soon as practicable.

⁶ On July 9, 2007, Delphi confirmed that its discussions with GM on a comprehensive settlement agreement had entered the documentation phase and that it expected that a settlement with GM would be incorporated into the Debtors' plan of reorganization rather than filed with this Court for separate approval.

⁷ In connection with their March 31, 2006 announced transformation plan, the Debtors classified "core" and "non-core" product lines and plants. The Debtors have been working to divest non-core assets so as to maximize the value of the estate for stakeholders. During the 2006 and 2007 calendar years, for example, the Debtors sold substantially all of the assets related to MobileAria, Inc., its chapter 11 affiliate, obtained court approval for the sale of substantially all of the assets of their brake hose and

that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint⁸ and devising a workable solution to their current pension situation.⁹

12. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Saltillo, Mexico brake plant businesses, and obtained court approval of bid procedures related to the upcoming sale of substantially all assets used in their catalyst business. In addition, as announced publicly, the Debtors anticipate selling additional non-core assets, including, without limitation, their steering, interior, and closures businesses.

⁸ As part of this effort, effective July 1, 2006, the Company realigned its business operations to focus its product portfolio on core technologies for which the Company believes it has significant competitive and technological advantages. The Company's revised operating structure consists of its four core business segments: Electronics and Safety, Thermal Systems, Powertrain Systems, and Electrical/Electronic Architecture. The Company also has two additional segments, Steering and Automotive Holdings Group, which will be transitioned as part of the Company's transformation plan. The Debtors also made significant progress in ensuring that their organizational and cost structure is competitive in obtaining the entry of this Court's Order Under 11 U.S.C. § 363(b) And Fed. R. Bankr. P. 6004 Authorizing Debtors To Enter Into Finance Outsourcing Agreement on April 23, 2007 (Docket No. 7773) (the "Finance Outsourcing Order"). The Finance Outsourcing Order authorized the Debtors to outsource certain of the Debtors' accounts receivable, accounts payable, fixed assets, travel and expense reporting, general ledger, and contract administration processes and significantly reduce SG&A expenses as part of their transformation plan.

⁹ To that end, on May 31, 2007, the Bankruptcy Court granted the Debtors' motion for authority to perform under the terms of those certain September 30, 2006 plan year funding waivers, which were approved by the IRS, for both the Delphi Hourly-Rate Employees Plan and the Delphi Retirement Program for Salaried Employees (collectively, the "Plans"). On July 13, 2007, the IRS modified the conditional funding waivers granted to Delphi related to the Plans, extending the dates by which Delphi is required to file a plan of reorganization and emerge from chapter 11 to December 31, 2007 and February 28, 2008, respectively.

E. Revised Plan Framework Agreements And Preserving Estate Causes Of Action

13. The Debtors have made significant progress toward confirming a plan of reorganization: they have obtained the support of their Statutory Committees for and Court approval of the Delphi-Appaloosa EPCA, they have negotiated agreements with five of their six U.S. labor unions, they are engaged in the documentation phase for a comprehensive settlement agreement with GM, and they have scheduled a hearing in October 2007 to seek approval of their proposed disclosure statement and of solicitation procedures for a reorganization plan. The Delphi-Appaloosa EPCA approved by this Court on August 2, 2007 details the New Plan Investors' commitment to invest in the reorganized Delphi and attaches a proposed framework for a reorganization plan pursuant to which the Debtors expect to emerge from chapter 11 by the end of the year. The proposed treatment of claims under this reorganization plan would generally provide that all claims be paid or satisfied in full through distributions of cash, common stock, or both. Accordingly, avoiding preferential transfers would provide no benefit to the Debtors' estates because any party returning such a transfer would be entitled to a claim for the same amount, to be paid in full under such a plan. For the same reasons, avoiding statutory liens or prepetition setoffs would provide little to no benefit to the estates. As a result, the Debtors contemplate that their reorganization plan will waive or release most if not all avoidance causes of action.

14. At present, the Debtors estimate that they may have more than 11,000 potential preference claims arising from transfers totaling approximately \$5.8 billion (before taking into account potential defenses such as transfers made in the ordinary course of business). The constructively fraudulent transfer reach-back period, made

applicable by Bankruptcy Code section 544(b) and state law, is generally six years under the law of Michigan and New York.¹⁰ Thus, with a company of Delphi's size, there are literally hundreds of thousands of transactions that occurred during these constructively fraudulent transfer reach-back periods. Under the Bankruptcy Code, each Debtor has until two years after the entry of the order for relief to commence adversary proceedings asserting avoidance causes of action, as well as certain causes of action where the applicable statute of limitations has been tolled by the Bankruptcy Code during the initial two years of these chapter 11 cases.

15. Although the Debtors do not intend to pursue avoidance actions in light of their anticipated reorganization, as a precautionary measure they must preserve these actions in some manner. The Debtors have explored various alternatives to filing avoidance actions before the two-year deadline, such as executing tolling agreements with potential defendants. The logistical challenges of circulating and executing agreements with such a large number of potential defendants, however, make that solution impractical. The Debtors, therefore, must timely commence these actions or take other action in the coming months or risk losing forever potential causes of action that should be preserved.¹¹

¹⁰ By examining transactions during this reach-back period to identify potential fraudulent transfer claims that should be preserved, the Debtors do not concede that they were insolvent, undercapitalized, or unable to pay their debts as they became due at any time during the reach-back period.

¹¹ As noted above, Delphi has been in discussions with GM on a comprehensive settlement agreement that they anticipate incorporating into the Debtors' reorganization plan. Because of GM's unique role in these cases, in addition to filing a sealed complaint governed by the procedures sought in this Motion, the Debtors request leave for the Debtors and GM to file, under seal, a stipulation that contains tolling provisions, consistent with this Motion, and other agreements of the parties with respect to the sealed complaint involving GM, which stipulation shall be deemed "so ordered" and shall be sealed in accordance with the terms of the order sought herein.

16. Once these actions have been commenced, the Debtors will proceed no further and will not use them for any purpose while they focus on confirming a reorganization plan. The procedures proposed in this Motion are designed to permit the Debtors to preserve these claims while otherwise maintaining the status quo among all parties in interest. The causes of action would remain dormant and become relevant again only in the unlikely event that the Debtors do not timely emerge from chapter 11.

Relief Requested

17. As set forth in the proposed order attached hereto as Exhibit A, the Debtors seek to implement procedures applicable to Adversary Proceedings that will permit all parties to preserve the status quo as the Debtors are finalizing preparations for confirming a reorganization plan by year's end. By this Motion, the Debtors seek the following relief:

Tolling Agreement

- *Approval Of Form.* The Debtors seek court approval of a form of stipulation (attached as Exhibit B) which would, without further order of this Court, toll the applicable statute of limitations on claims against parties with whom the Debtors seek to enter into such stipulations.
- *Intercompany Tolling.* The Debtors also seek to have this Court "deem" all Debtors to have entered into a stipulation with each of the other Debtors and affiliated non-Debtor entities.

Approval Of Avoidance Evaluation Procedures And Authority To Abandon Claims

- *Preference Claims Below \$250,000 In Value.* The Debtors request authority to abandon these preference actions. To the extent that these actions are against insiders or involve persons or transactions associated with the SEC investigation of the Debtors, the Debtors also will be authorized to abandon those actions after notice to the Statutory Committees. If a Statutory Committee objects within 10 days after service of the notice, the Debtors may bring the matter before this Court for a ruling on whether the proposed abandonment satisfies section 554(a) of the Bankruptcy Code.

- *Select Categories Of Preference Claims.* The Debtors seek authority to abandon the following categories of preference actions: (i) payments to parties with a secured or priority interest in such payment, (ii) union dues, (iii) pension plan contributions, (iv) payments required under the terms of collective bargaining agreements, (v) payments to reimburse employee business expenses, (vi) ordinary course wages, salaries, and benefits to employees, (vii) payments required by a garnishment to satisfy third-party judgments and obligations, (viii) contributions to charitable organizations, (ix) payments to foreign suppliers, (x) payments to the Debtors' shippers, (xi) payments to the Debtors' insurance providers, and (xii) payments to the Debtors' utilities.
- *Scope Of Fraudulent Transfer Review.* The Debtors seek entry of an order directing that, for purposes of identifying and preserving potential fraudulent transfer claims, the Debtors need only review the following categories of transactions: merger and acquisition deals at or exceeding \$20 million, transfers to Delphi's board of directors or strategy board members other than for compensation or ordinary-course expense reimbursement (if any), unusual securities transactions, dividend distributions to 5% shareholders, and Delphi's financially troubled supplier program.
- *Additional Authority For Abandonment After Notice To Statutory Committees.* The Debtors seek authority to abandon, after notice to the Statutory Committees, and without further order of this Court or further notice under Bankruptcy Rule 6007, claims (i) with insignificant value, (ii) where litigation costs would likely exceed expected recovery, (ii) where the potential harm to businesses outweighs expected recovery, or (iv) where valid defenses exist. If a Statutory Committee objects within 10 days after service of the notice, the Debtors may bring the matter before this Court for a ruling on whether the proposed abandonment satisfies section 554(a) of the Bankruptcy Code.

Commencement Of The Adversary Proceedings And Service Of Process

- *Deferral Of Issuance Of Summons.* The Clerk of Court would be directed by this Court to defer issuing a summons after the filing of a complaint, unless and until the Debtors intend to pursue the claims in the complaint.
- *Extension Of Fed. R. Civ. P. 4(m) Time Period.* The Debtors would have until March 31, 2008 to serve each defendant with a summons and a copy of the complaint, without prejudice to the Debtors' right to seek further extensions of the deadline.

- *Service Of Order With Summons And Complaint.* The Debtors would be required to serve a copy of any order approving this Motion upon each defendant in any adversary proceeding either if and when the Debtors serve process on the defendant or as soon thereafter as practicable.

Stay Of Adversary Proceedings Until Service Of Process And Interim Sealing

- *Activity During The Stay.* During the stay, the Debtors may (i) amend their complaint, and (ii) after notice to the Statutory Committees, dismiss it.
- *Expiration Of The Stay.* The stay would continue until the earlier of (i) service of process and (ii) further order of this Court.
- *Filing Of The Complaints Under Interim Seal.* The Debtors seek authority to file under seal paper copies (with PDF copies on appropriate electronic media) of the complaints in the adversary proceedings and to have the docket for such proceedings likewise sealed.

Basis For Relief

18. The Debtors believe that implementing the proposed procedures would help enable the Debtors fulfill their fiduciary responsibility to preserve valuable estate assets in a manner that would not unnecessarily disrupt the plan process or the Debtors' existing business relationships with potential defendants that are necessary to the Debtors' ongoing operations. These procedures would also reduce the administrative and economic burdens of the Adversary Proceedings on the Debtors, this Court, and potential defendants. Most if not all of the avoidance actions will likely remain unnecessary in light of the terms of the Debtors' prospective reorganization plan.

F. Approval Of Form Of Tolling Agreements

19. The Debtors desire to preserve their respective rights and to continue negotiation and settlement discussions with certain parties without incurring the expense of filing complaints before the expiration of the applicable statute of limitations

period. The Debtors anticipate entering into stipulations with, among others, (i) GM, (ii) professional firms retained by the Debtors, and (iii) insiders who received transfers from the Debtors.

20. Assuming that a potential defendant is willing to enter into a stipulation extending the statute of limitations, the Debtors request authorization to enter into such a stipulation, substantially in the form attached as Exhibit B. The principal terms of the stipulation would be as follows:

- *Statute Of Limitations*: Execution of the stipulation would toll the statute of limitations provided for under sections 108 and 546(a) of the Bankruptcy Code and other applicable law.
- *Term*: The applicable statute of limitations would be extended up to and including the first business day that is nine months following the entry of an order confirming a plan, as the same may have been amended or modified before its entry (the "Tolling Period").
- *Binding Effect*: The stipulation would bind and inure to the benefit of the successors, representatives, assigns, and heirs of the parties.
- *Termination*: The Debtors or their respective successors and assigns would be permitted during the Tolling Period to commence litigation against (a) other Debtors, (b) affiliated non-Debtor entities, and (c) third parties.
- *Effective Date*: The stipulation would become effective immediately upon execution thereof.
- *Prior Court Approval*: The stipulation would be deemed "so ordered" upon execution.

21. Allowing the Debtors to enter into the stipulations tolling the applicable statute of limitations with respect to the claims would be the most efficient and cost-effective means of preventing unnecessary motion practice and litigation and preserving the Debtors' and potential defendants' respective legal rights without allowing

the applicable statute of limitations period to expire and without acknowledging in any way that valid claims, causes of action, or defenses thereto do or do not exist.

22. In view of the number of potential claims and causes of action that the Debtors must preserve, obtaining Court approval for each tolling stipulation would result in burdensome administrative expenses such as the time and cost of drafting, serving, and filing separate approval pleadings and the time incurred by attorneys in preparing for, and appearing at, related hearings before this Court. Accordingly, the Debtors request authority to enter into stipulations tolling the statute of limitations with respect to the claims without seeking further Court approval.

23. Likewise, requiring each of the 42 Debtors in these chapter 11 cases to enter into individual stipulations with each of the other Debtors would require the Debtors to execute more than 1,500 stipulations. Execution of stipulations between the Debtors and affiliated non-Debtor entities would add hundreds more. Obviously, such actions and the costs and expenses associated therewith are unnecessarily burdensome and time-consuming in light of the related nature of the claims. Accordingly, the Debtors also seek an order that "deems" them to have entered into a stipulation with each of the other Debtors and affiliated non-Debtor entities.

G. Approval Of Avoidance Evaluation Procedures And Authority To Abandon Certain Causes Of Action

24. The Debtors request approval of their proposed criteria for reviewing, evaluating, and selecting those potential causes of action that should be preserved in accordance with the procedures discussed herein. These criteria strike a sensible balance between the Debtors' duty to preserve valuable estate assets and the

extraordinary costs to preserve then when, as here, there is little chance that the Debtors will prosecute any of the thousands of actions it will be commencing.

Preference Claims Below \$250,000 In Value

25. In particular, the Debtors seek authority not to pursue any preference action against an entity if the aggregate value of transfers to or for the benefit of that entity is less than \$250,000 in value. Although this threshold would eliminate 9,894 of 11,544 potential preference recoveries, the aggregate amount eliminated would be merely 4.5% of the billions in total potential preferential transfers (before taking into account potential preference defenses). By focusing on the 1,650 entities which benefited from transfers of \$250,000 or more, the Debtors would preserve billions in potential claims (before defenses are considered) while saving the estates from incurring significant legal and other costs and avoiding any disruption to commercial relationships and the Debtors' efforts to emerge from chapter 11. If the preference action is against an insider or involves a person or transaction associated with the SEC investigation of the Debtors, then the Debtors would be authorized to abandon such actions after notice to the Statutory Committees. If a Statutory Committee objects within 10 days after service of the notice, the Debtors propose that they would bring the matter before this Court for a ruling on whether the proposed abandonment satisfies section 554(a) of the Bankruptcy Code.

Select Categories Of Preference Claims

26. In addition, the Debtors seek authority to abandon the following categories of potential preference actions which the Debtors, in their business judgment, have decided should not be pursued: (i) payments to parties with a secured or priority

interest in such payment, (ii) union dues, (iii) pension plan contributions, (iv) payments required under the terms of collective bargaining agreements, (v) payments to reimburse employee business expenses, (vi) ordinary course wages, salaries, and benefits to employees, (vii) payments required by a garnishment to satisfy third-party judgments and obligations, (viii) contributions to charitable organizations, (ix) payments to foreign suppliers, (x) payments to the Debtors' shippers, (xi) payments to the Debtors' insurance providers, and (xii) payments to the Debtors' utilities.

Scope Of Fraudulent Transfer Review

27. As noted above, potential fraudulent transfer claims are likely subject to a six-year reach-back period during which the Debtors engaged in hundreds of thousands of transactions, the vast majority of which indisputably involved the Debtors' receipt of reasonably equivalent value or involved amounts that do not warrant the mammoth undertaking of examining each and every transaction. To balance the need for a review of transactions effected during the reach-back period and avoiding unnecessary costs, the Debtors propose to identify and review all business or asset acquisition or divestiture transactions that equal or exceed \$20 million in value. This would include a review of whether the Debtors followed their own internal procedures for the transaction and, as necessary, interviews with managers to follow up on any issues identified during the review process.

28. The Debtors also would review (i) certain transfers to insiders, including payments or indemnifications to current and former members of the Delphi Board of Directors and of the Delphi Strategy Board other than for compensation or

ordinary-course expense reimbursement (if any), (ii) large or unusual securities transactions (if any) such as large capitalizations or recapitalizations, derivatives, foreign currency, hedging transactions, or commercial paper transactions, (iii) all dividend distributions to 5% shareholders, and (iv) the financially troubled supplier program. As discussed below, the Debtors would enter into tolling agreements for all intercompany transactions that involve a Debtor or insiders of a Debtor.

29. The Debtors request authority to abandon the causes of action described above in accordance with the proposed procedures, without the need for any further order or any further notice under Bankruptcy Rule 6007(a).

Additional Authority To Abandon

30. With respect to other categories of causes of action, the Debtors anticipate that during their review they may identify additional causes of action which, in the exercise of their reasonable business judgment, should not be pursued. The Debtors seek approval for the abandonment of those causes of action which the Debtors determine, upon completion of their review and after notice to counsel to the Statutory Committees, (i) are of insignificant value to the estates, (ii) would impose costs in excess of the value of any reasonably expected recovery, (iii) could pose other potential harm to the Debtors' businesses that would outweigh the expected recovery value, or (iv) with respect to which the Debtors believe the defendants would have valid defenses.

31. If a Statutory Committee objects within 10 days after service of the notice, the Debtors may bring the matter before this Court for a ruling on whether the proposed abandonment satisfies section 554(a) of the Bankruptcy Code.

Preservation Of The Debtors' Rights Under 11 U.S.C. § 502(d)

32. Although the Debtors are proposing to abandon certain avoidance causes of action, the Debtors have decided to abandon them based, in part, on their determination that they will have a right to use the avoidance claim liability to seek the disallowance of claims asserted against the estates, as permitted by section 502(d) of the Bankruptcy Code. Under that section, the Debtors may seek to preclude a creditor subject to an avoidance cause of action from asserting a claim against the estate as long as the creditor remains in possession of, or otherwise obtains the benefit of, the avoidable claim or transfer.¹²

H. Extending Time For Service Of Process

33. Fed. R. Civ. P. 4(m), made applicable here by Bankruptcy Rule 7004(a)(1), requires this Court either to dismiss without prejudice any adversary proceeding for which the summons and complaint are not served on the defendant within 120 days of the filing of the complaint or direct that service be effected within a specified time, unless the plaintiff in the adversary proceeding can show good cause for extending the 120-day period. The Debtors request an extension of the time within which the Debtors must serve the summonses and complaints to March 31, 2008¹³—less than 60 days beyond the initial 120-day deadline. The Debtors seek the extension to preserve the status

¹² In light of an appellate ruling from this district, United States Lines, Inc. v. U.S. (In re McLean Indus.), 196 B.R. 670, 675-77 (S.D.N.Y. 1996) (Cote, J.), affg 184 B.R. 10 (Bankr. S.D.N.Y. 1995) (Blackshear, J.), and this Court's prior ruling, In re Metiom, Inc., 301 B.R. 634, 641 (Bankr. S.D.N.Y. 2003), that section 502(d) may continue to be used defensively after an action on the underlying avoidance action has become time-barred, the Debtors have concluded that no affirmative relief with respect to this Motion is required to preserve the Debtors' ability to use section 502(d) defensively. The Debtors expressly reserve all rights with respect to section 502(d).

¹³ March 31, 2008 is the current deadline for closing under the Delphi-Appaloosa EPCA. See Section 12(d)(iii).

quo and to avoid having to force all potential defendants to retain counsel to defend against adversary proceedings when, in fact, most of them likely will be resolved by a reorganization plan and never pursued. The Debtors propose the following procedures concerning the commencement of the Adversary Proceedings and service of process:

- *Deferral Of Issuance Of Summons.* The Clerk of Court would be directed by this Court to defer issuing a summons after the filing of a complaint filed in accordance with these procedures, unless and until the Debtors notify the Clerk of Court that they intend to litigate the claims alleged in the complaint.
- *Extension Of Fed. R. Civ. P. 4(m) Time Period.* The Debtors would have until March 31, 2008 to serve each defendant with a summons and a copy of the complaint, without prejudice to the Debtors' right to seek further extensions of the deadline.
- *Service Of Order With Summons And Complaint.* The Debtors would be required to serve a copy of any order approving this Motion upon each defendant in any Adversary Proceeding either when the Debtors serve the summons and complaint on the defendant or as soon thereafter as practicable.

34. These procedures would permit the Debtors to preserve potentially valuable assets without disrupting the plan process or existing business relationships prematurely or prejudicing the rights of any defendants.

I. Stay Of Adversary Proceedings Until Service Of Process

35. For the same reasons that the Debtors seek an extension of their time to serve potential defendants with process, the Debtors also request that the Adversary Proceedings filed pursuant to the proposed procedures be temporarily stayed, without prejudice to the Debtors' right to amend their complaints during the stay. Under the proposed procedures, the Debtors also would be authorized to file, without further order of this Court, a notice of dismissal of the Adversary Action in accordance with Bankruptcy

Rule 7041 and Fed. R. Civ. P. 41(a) if it is decided that the Adversary Action should not be pursued after notice to the Statutory Committees or as otherwise provided in a plan of reorganization or confirmation order. If a Statutory Committee objects within 10 days after service of the notice, the Debtors request that they be permitted to bring the matter before this Court for a ruling on whether the proposed dismissal satisfies section 554(a) of the Bankruptcy Code. The stay would be lifted upon the Debtors' service of the summons and complaint, without further order of this Court.

J. Filing Of The Complaints Under Seal

36. Maintaining the status quo would also be promoted by permitting the filing of the complaints under seal. Once filed, the actions would remain dormant. The Debtors do not intend to prosecute the actions while pursuing plan confirmation. Sealing the complaints will keep the actions inactive and would be consistent with the Debtors' intention to de-link the sealed adversary proceedings from all other activity in these chapter 11 cases and to prevent their use for any purpose by any party. Thus, sealing should promote the plan process and avoid needless costs relating to actions that remain unnecessary under the Debtors' prospective plan.

37. Moreover, sealing the actions would avoid unnecessarily alarming potential defendants. The Debtors have worked to preserve and repair their business relationship with many of the potential defendants during these cases and have negotiated or regained favorable credit terms with many suppliers and are continuing to do so. The Debtors are also engaged in negotiations with some of the potential defendants on issues unrelated to avoidance actions.

38. To enable the Debtors to preserve these potential causes of action, yet allow the Debtors to continue to implement their transformation plan and to promptly develop, negotiate, prosecute, confirm, and consummate a plan of reorganization, the Debtors seek authorization to file under seal paper copies (along with discs containing complaints in PDF format) of the complaints filed in each Adversary Proceeding against the potential defendants under seal. The Debtors also request that the case docket for any adversary proceedings initiated by the complaints likewise be sealed and not available for public access. The Debtors will coordinate with the Clerk to ensure an efficient, cost-effective approach to filing under seal the numerous actions contemplated by this Motion.

Applicable Authority

39. This Court has broad statutory authority to approve the relief requested in this Motion. The Court may "issue any order, process or judgment that is necessary or appropriate to carry out the provisions of" the Bankruptcy Code. 11 U.S.C. § 105(a). Under section 105(a) of the Bankruptcy Code, this Court has expansive equitable powers to fashion any order or decree that is in the interest of preserving or protecting the value of the debtor's assets. See Schwartz v. Aquatic Dev. Group, Inc. (In re Aquatic Dev. Group, Inc.), 352 F.3d 671, 673 (2d Cir. 2003) (Straub, J., concurring) (quoting In re Momentum Mfg. Corp., 25 F.3d 1132, 1136 (2d Cir. 1994) ("[I]t is axiomatic that bankruptcy courts are 'courts of equity, empowered to invoke equitable principles to achieve fairness and justice in the reorganization process.'"); Bird v. Crown Convenience (In re NWFX, Inc.), 864 F.2d 588, 590 (8th Cir. 1988) ("The overriding consideration in bankruptcy . . . is that equitable principles govern.") (citations omitted); In

re Cooper Properties Liquidating Trust, Inc., 61 B.R. 531, 537 (Bankr. W.D. Tenn. 1986) ("[T]he Bankruptcy Court is one of equity and as such it has a duty to protect whatever equities a debtor may have in property for the benefit of its creditors as long as that protection is implemented in a manner consistent with the bankruptcy laws."). Likewise, this Court has "exclusive jurisdiction of all the property, wherever located, of the debtor as of the commencement of [its] case, and of property of the estate," 28 U.S.C. § 1334(e), and causes of action generally constitute property of a debtor's estate. See, e.g., Citicorp Acceptance Co. v. Robison (In re Sweetwater), 884 F.2d 1323, 1326 (10th Cir. 1989).

K. Approval Of Form Of Tolling Agreements

40. The two-year deadline imposed by section 546(a) can be waived or extended by agreement of the non-debtor party to the action. See In re Rodriguez, 283 B.R. 112, 114 (Bankr. E.D.N.Y. 2001); Pugh v. Brook (In re Pugh), 158 F.3d 530, 532-38 (11th Cir. 1998); McFarland v. Leyh (In re Tex. Gen. Petroleum Corp.), 52 F.3d 1330, 1337-38 (5th Cir. 1995); Brandt v. Gelardi (In re Shape, Inc.), 138 B.R. 334, 337 (Bankr. D. Me. 1992) (plain reading of statute and legislative history support determination that section 546(a) is statute of limitations, waivable either by stipulation or failure to assert it as defense in answer, rather than jurisdictional provision, which is not subject to expansion by court order or otherwise); In re Iron-Oak Supply Corp., 162 B.R. 301, 307 (Bankr. E.D. Cal. 1993) (rejecting argument that section 546(a)(1) is statute of repose); In re M & L Bus. Machs. Inc., 153 B.R. 308, 311 (D. Colo. 1993) aff'd, 160 B.R. 850 (D. Colo. 1993) (section 546 limitations period is not jurisdictional but is waivable and subject to equitable tolling); see also Cepa Consulting Ltd. v. New York Nat'l Bank (In re Wedtech), 187 B.R. 105, 110-11 (S.D.N.Y. 1995) (treating section 546(a) as a non-jurisdictional statute of

limitation that must be raised by opposing party in a timely fashion). But see Martin v. First Nat'l Bank of Louisville (In re Butcher), 829 F.2d 596, 599-600 (6th Cir. 1987) (characterizing section 546(a) as "jurisdictional" or "substantive" statute of limitations, not subject to expansion by Bankruptcy Rule 9006(a) requiring that Saturday and Sunday be excluded in computing two-year limitations period). The Debtors should therefore be authorized to enter into stipulations tolling all applicable statutes of limitations.

L. Approval Of Avoidance Evaluation Procedures And Authority To Abandon Certain Causes Of Action

41. The Bankruptcy Code expressly authorizes a debtor to abandon property of the estate that it determines is burdensome or of inconsequential value. 11 U.S.C. § 554. Specifically, section 554 of the Bankruptcy Code provides: "After notice and a hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate." 11 U.S.C. § 554(a). In determining the value and benefits of particular property for purposes of the decision to abandon the property, the debtor is afforded significant discretion. See, e.g., In re Interpictures, Inc., 168 B.R. 526, 535 (Bankr. E.D.N.Y. 1994) ("courts have placed the burden of proving an abuse of discretion of the trustee's action or inaction on abandonment on the party seeking to make the trustee act"); In re Slack, 290 B.R. 282, 284 (Bankr. D.N.J. 2003) ("Courts defer to the trustee's judgment and place the burden on the party opposing the abandonment to prove a benefit to the estate and an abuse of the trustee's discretion."); In re Cult Awareness Network, Inc., 205 B.R. 575, 579 (Bankr. N.D. Ill. 1997) (decision to abandon property "must rest on a reasonable basis"). This Court need

only ensure that the decision to abandon "reflects a business judgment made in good faith."

Cult Awareness Network, 205 B.R. at 579.¹⁴

42. Notwithstanding abandonment, the failure to file a complaint by the two-year deadline set forth in section 546(a) of the Bankruptcy Code does not prevent the Debtors from later using section 502(d) defensively. Section 502(d) provides, in pertinent part, as follows:

the court shall disallow any claim of any entity from which property is recoverable under section 542, 543, 550, or 553 of this title or that is a transferee of a transfer avoidable under section 522(f), 522(h), 544, 545, 547, 548, 549, or 724(a) of this title, unless such entity or transferee has paid the amount, or turned over any such property, for which such entity or transferee is liable under section 522(i), 542, 543, 550, or 553 of this title.

11 U.S.C. § 502(d).

43. Courts applying section 502(d) of the Bankruptcy Code have barred any and all claims asserted by creditors who are in receipt of avoidable transfers, unless the creditor first repays the amount of the avoidable transfer to the debtor's estate. See, e.g., Glinka v. Murad (In re Housecraft Indus. USA, Inc.), 310 F.3d 64, 72 n.8 (2d Cir. 2002); Germain v. Conn. Nat'l Bank, 988 F.2d 1323, 1327 (2d Cir. 1993); In re Centennial Textiles, Inc., 209 B.R. 31, 33 (Bankr. S.D.N.Y. 1997). Further, this Court, as well as other courts in the Southern District of New York and elsewhere, has specifically held that the section 502(d) defense may be asserted after the expiration of the two-year statute of limitations set forth in section 546(a)(1) of the Bankruptcy Code. See In re Metiom, Inc.,

¹⁴ Similar relief was granted in In re Safety-Kleen Corp., No. 00-2303 (PJW) (Bankr. D. Del. May 17, 2002. See Order (I) Establishing Omnibus Filing And Pretrial Procedures For Certain Adversary Proceedings, Including Adversary Proceedings Under 11 U.S.C. § 544, 545, 547, 548 Or 550, And (II) Granting Authority To Abandon Certain Causes Of Action,) (Docket No. 4108).

301 B.R. 634, 641 (Bankr. S.D.N.Y. 2003) (Drain, J.); see also United States Lines, Inc. v. U.S. (In re McLean Indus.), 196 B.R. 670, 675-77 (S.D.N.Y. 1996) (Cote, J.); In re Asia Global Crossing, Ltd., 344 B.R. 247, 251 (Bankr. S.D.N.Y. 2006) (Bernstein, J.); In re Mid Atl. Fund, Inc., 60 B.R. 604, 609-11 (Bankr. S.D.N.Y. 1986) (Abram, J.); El Paso City v. Am. W. Airlines, Inc. (In re Am. West Airlines, Inc.), 217 F.3d 1161, 1167 (9th Cir. 2000); cf. Comm. of Unsecured Creditors v. Commodity Credit Corp. (In re KF Dairies, Inc.), 143 B.R. 734, 736-38 (B.A.P. 9th Cir. 1992) (permitting section 502(d) defense after expiration of section 549 statute of limitations). But see In re Marketing Assocs. of Am., 122 B.R. 367, 369 (Bankr. E.D. Mo. 1991) (holding that "the Trustee may not use section 502(d) defensively").

44. Here, the Debtors have proposed reasonable criteria and procedures for determining which avoidance claims should be preserved and which causes of action the Debtors should be authorized to abandon. Accordingly, the Debtors seek approval of these procedures.¹⁵

M. Extending Time For Service Of Process

45. The Bankruptcy Rules and Federal Rules of Civil Procedure grant this Court discretion to adopt and implement guidelines, such as those proposed herein, that will aid in the administration of adversary proceedings. Bankruptcy Rule 9006(b)(1)

¹⁵ Similar relief was granted in In re Service Merchandise, et al., Case No. 399-02649 (Bankr. M.D. Tenn. Mar. 21, 2001) (Paine, J.), where the bankruptcy court authorized the debtors to abandon claims against critical vendors. See Order Authorizing Abandonment And/Or Stay Of Certain Estate Causes Of Action And For Related Relief. The bankruptcy court also authorized the debtors to abandon four categories of claims: (i) claims less than \$5,000, (ii) payments of rent to landlords, (iii) customer refunds, and (iv) ordinary course reimbursements to employees. See Order (i) Establishing Omnibus Initial Filing And Pretrial Procedures For Adversary Proceedings Under 11 U.S.C § 544, 545, 547, 548, Or 553 And Certain Adversary Proceedings, (ii) Granting Authority, Pursuant to Fed. Bankr. R. P. 9019, To Compromise And Settle Such Actions, And (iii) Granting Authority To Abandon Certain De Minimis Claims And Causes Of Action dated February 27, 2001.

provides for the enlargement of time to perform acts required under the Bankruptcy Rules.¹⁶ As previously discussed, Fed. R. Civ. P. 4(m) requires the court to extend the period for service of process after the filing of a complaint upon a showing of good cause. Even absent good cause, this Court has discretion to extend the 120-day service period. Mejia v. Castle Hotel, Inc., 164 F.R.D. 343, 345 (S.D.N.Y. 1996).

46. Here, the Debtors request an extension to March 31, 2008, an extension of less than 60 days. By permitting the Debtors to timely file the Adversary Proceedings but to defer serving process on defendants, the procedures would enable the Debtors to preserve valuable business relationships and to continue developing a plan of reorganization. The Debtors submit that permitting the Debtors to preserve potentially valuable assets without prejudicing the rights of any defendant constitutes good cause for the requested extension.¹⁷

N. Stay Of Adversary Proceedings Until Service Of Process

47. "[T]he power to stay proceedings is incidental to the power inherent in every court to control the disposition of the causes on its docket with economy of time and effort for itself, for counsel, and for litigants." Landis v. North American Co., 299 U.S. 248, 254 (1936); see also Air Line Pilots Ass'n v. Miller, 523 U.S. 866, 879 n.6 (1998). This inherent power is vested in bankruptcy courts as well. See Uni-Rty Corp. v.

¹⁶ Bankruptcy Rule 9006(b)(1) provides in relevant part as follows: "[W]hen an act is required or allowed to be done at or within a specified period by these rules or by a notice given thereunder or by order of court, the court for cause shown may at any time in its discretion . . . order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order" Fed. R. Bankr. P. 9006(b)(1).

¹⁷ Similar relief was granted in In re Ames Dep't Stores, Inc., No. 01-42217 (REG) (Bankr. S.D.N.Y. Feb. 3, 2004). See Order Extending Time For Service Of Process With Respect To Certain Preference Actions (Docket No. 2524).

Guangdong Building, Inc. (In re Uni-Rty Corp.), No. 96 Civ. 4573 (DAB), 1998 WL 299941, at *7 (S.D.N.Y. 1998) (recognizing that bankruptcy courts possess inherent authority to stay proceedings); In re Hagerstown Fiber Ltd. P'ship, 277 B.R. 181, 199 (Bankr. S.D.N.Y. 2002) (court has inherent power to stay proceedings before it, particularly where stay will promote judicial economy); In re Cleveland, 353 B.R. 254, 260 (Bankr. E.D. Cal. 2006) (staying adversary proceeding pursuant to court's inherent power to stay proceedings before it); Swift v. Bellucci (In re Bellucci), 119 B.R. 763, 770 (Bankr. E.D. Cal. 1990) ("a bankruptcy court has the inherent power to control its docket, including controlling the timing of proceedings on that docket"). The determination whether a stay of proceedings is appropriate "calls for the exercise of judgment, which must weigh competing interests and maintain an even balance." Landis, 299 U.S. at 248, 254-55. The party seeking the stay "bears the burden of demonstrating the wisdom and justice of a stay." John's Insulation, Inc. v. Siska Const. Co., Inc., 671 F. Supp. 289, 297 (S.D.N.Y. 1987). "[T]he basic goal [is] to avoid prejudice." Volmar Distributors v. New York Post Co., 152 F.R.D. 36, 39 (S.D.N.Y. 1993).¹⁸

48. Here, for essentially the same reasons that the Debtors have articulated for deferring issuance of summonses and service of legal process, this Court should likewise stay the proceedings while the Debtors pursue plan confirmation. The stay will not prejudice the potential defendants. In fact, the potential defendants will benefit from the stay inasmuch as they will not need to expend time or resources investigating the

¹⁸ The Volmar court articulated the following factors that may guide a court's exercise of its inherent power: "(1) the private interests of the plaintiffs in proceeding expeditiously with the civil litigation as balanced against the prejudice to the plaintiffs if delayed; (2) the private interests of and burden on the defendants; (3) the interests of the courts; (4) the interests of persons not parties to the civil litigation; and (5) the public interest." Id. at 39.

facts relating to, or defending, a lawsuit that the Debtors likely will never need to pursue.

Under these circumstances, this Court should stay each proceeding unless and until the Debtors request the Clerk of Court to issue summons in that particular proceeding.¹⁹

O. Filing Of The Complaints Under Seal

49. Section 107 of the Bankruptcy Code provides bankruptcy courts with the power to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information. Section 107(b)(1) of the Bankruptcy Code specifically provides in part as follows: "On request of a party in interest, the bankruptcy court shall . . . protect an entity with respect to a trade secret or confidential research, development, or commercial information" 11 U.S.C. § 107(b)(1).

50. The Second Circuit has held that section 107(b) of the Bankruptcy Code and Rule 9018 of the Bankruptcy Rules do "not require that commercial information be the equivalent of a trade secret before protecting such information." Video Software Dealers Ass'n v. Orion Pictures Corp. (In re Orion Pictures Corp.), 21 F.3d 24, 28 (2d Cir. 1994). Indeed, other courts in this district have stated that it "is required to grant that relief upon the motion of a party in interest, assuming the information is of the type listed in section 107(b)." In re Global Crossing Ltd., 295 B.R. 720, 723 n.7 (Bankr. S.D.N.Y. 2003) (citing Video Software, 21 F.3d at 27). In addition, the Second Circuit has held that a party seeking the sealing of information is required only to show that the information is confidential and commercial, and no showing of "good cause" is necessary. See Video

¹⁹ Similar relief was granted in In re Service Merchandise, Case No. 399-02649 (Bankr. M.D. Tenn. Mar. 21, 2001), where the bankruptcy court granted the debtors authority to stay certain adversary proceedings while the debtors were continuing to investigate whether they would ultimately pursue them. See Order Authorizing Abandonment And/Or Stay Of Certain Estate Causes Of Action And For Related Relief.

Software, 21 F.3d at 28. Thus, a bankruptcy court may enter a sealing order under the broad confidentiality protections in bankruptcy proceedings where necessary to protect confidential information. Id.; see also Global Crossing, 295 B.R. at 725 (The "whole point of [Bankruptcy Rule 9018] is to protect business entities from disclosure of information that could reasonably be expected to cause the entity commercial injury.").

51. Upon the request of a party in interest, a court has no discretion and must deny public access to information that falls within one of the categories under Bankruptcy Code section 107(b). Orion Pictures Corp., 21 F.3d at 27. If, however, the information to be protected does not fit into any of the specified categories, then the court has discretion to decide if the requesting party has shown cause to permit filing under seal. See In re Bennett Funding Group, Inc., 226 B.R. 331, 336 (Bankr. N.D.N.Y. 1998) (citing Nixon v. Warner Communications, Inc., 435 U.S. 589, 599 (1978)); Orion Pictures Corp., 21 F.3d at 27 ("In limited circumstances, courts must deny access to judicial documents").

52. The power to seal also arises from the inherent power of the court to control dissemination of its records. See In re Robert Landau Assocs., Inc. 50 B.R. 670, 676, 677 (Bankr. S.D.N.Y. 1985) (court's inherent power to seal, despite section 107(b)'s inapplicability, is implicit in section 704(7)'s exception to disclosure—"unless the court orders otherwise"); In re I.G. Servs. Ltd., 244 B.R. 377, 388 n.14 (Bankr. W.D. Tex. 2000) (concluding that if section 107 applied to records not filed with court, court still had power to control dissemination of information beyond scope of section 107), rev'd on other grounds sub nom. San Antonio Express-News v. Blackwell (In re Blackwell), 263 B.R. 505 (W.D. Tex. 2000); In re Apex Oil Co., 101 B.R. 92, 101-02 (Bankr. E.D. Mo. 1989)

(citing Robert Landau Assocs.); In re EPIC Assocs. V, 54 B.R. 445, 450 (Bankr. E.D. Va. 1985) (exercising inherent supervisory power over its own records and files). When deciding to allow a debtor to file documents under seal, courts should look at all relevant facts and circumstances and weigh the competing interests of the debtor seeking protection with the general right of the public to access documents filed in a bankruptcy case. Bennett Funding, 226 B.R. at 336. Relevant factors include (1) whether the debtor will suffer irreparable harm if the information is disclosed, (2) whether the debtor can demonstrate that disclosure will have a negative impact on its estate such that the debtor would be at a disadvantage in comparison with competitors, and (3) whether the debtor is seeking to protect the information on a temporary basis or on a permanent basis. See generally In re Hemple, 295 B.R. 200, 202 (Bankr. D. Vt. 2003).

53. The circumstances of this case demonstrate the need for confidentiality to preserve the status quo and to avoid unnecessary harm to the Debtors and others that would be caused by filing these complaints publicly.²⁰

* * *

54. In light of the benefits that the relief requested would provide to the Debtors, defendants in Adversary Proceedings, and other stakeholders, and given the

²⁰ Similar relief was granted in In re Service Merchandise, et al., Case No. 399-02649 (Bankr. M.D. Tenn. Feb. 27, 2001), the bankruptcy court granted the debtors authority to file under seal certain adversary proceedings so that the debtors could continue negotiations with defendants, who were also the debtors' business partners, and to ensure that such defendants continued doing business with the debtors. See Order (i) Establishing Omnibus Initial Filing And Pretrial Procedures For Adversary Proceedings Under 11 U.S.C § 544, 545, 547, 548, Or 553 And Certain Adversary Proceedings, (ii) Granting Authority, Pursuant to Fed. Bankr. R. P. 9019, To Compromise And Settle Such Actions, And (iii) Granting Authority To Abandon Certain De Minimis Claims And Causes Of Action (permitting debtor to file documents under seal in any adversary proceeding in which debtors also sought to stay the proceeding).

authority in support of such relief, the Debtors believe that entry of the proposed order is justified and appropriate.

Notice Of Motion

55. Notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883) (the "Supplemental Case Management Order"), and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered October 26, 2006 (Docket No. 5418) (together with the Supplemental Case Management Order, the "Case Management Orders").²¹ In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

56. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

²¹ In addition to giving notice in accordance with the Case Management Orders, the Debtors will describe the relief obtained through this Motion in their disclosure statement for the Debtors' plan of reorganization.

WHEREFORE the Debtors respectfully request that this Court enter an
order (i) granting the Motion and (ii) granting them such other and further relief as is just.

Dated: New York, New York
August 6, 2007

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| -----X | | |

ORDER UNDER 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2),
AND 546(a) AND FED. R. BANKR. P. 7004, 9006(c), AND 9018
(i) AUTHORIZING DEBTORS TO ENTER INTO STIPULATIONS
TOLLING STATUTE OF LIMITATIONS WITH RESPECT TO CERTAIN
CLAIMS, (ii) AUTHORIZING PROCEDURES TO IDENTIFY CAUSES OF
ACTION THAT SHOULD BE PRESERVED, AND (iii) ESTABLISHING
PROCEDURES FOR CERTAIN ADVERSARY PROCEEDINGS INCLUDING THOSE
COMMENCED BY DEBTORS UNDER 11 U.S.C. § 541, 544, 545, 547, 548, OR 553

("PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER")

Upon the motion, dated August 6, 2007 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2), and 546(a) and Federal Rule of Bankruptcy Procedure 7004, 9006(c), and 9018 (i) authorizing the Debtors to enter into stipulations tolling the statute of limitations with respect to certain claims,
(ii) authorizing procedures to identify causes of action that should be preserved, and
(iii) establishing procedures for certain Adversary Proceedings¹ commenced by the Debtors under 11 U.S.C. § 541, 544, 545, 547, 548, or 553; and upon the record of the

¹ Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The filing and service procedures set forth and required under the Bankruptcy Rules, the Local Rules, and any orders of this Court in these chapter 11 cases are modified or waived, as appropriate, as set forth herein with respect to the Adversary Proceedings.
3. Scope Of The Procedures. The procedures established by this Order apply to each Adversary Proceeding that the Debtors identify to the Clerk as being subject to these procedures.
4. Approval Of Tolling Agreements. The Debtors are hereby authorized to enter into stipulations, substantially in the form annexed to the Motion as Exhibit B, tolling the statute of limitations with respect to claims described in the Motion. Each Debtor is deemed to have entered into a stipulation with other Debtors and affiliated non-Debtor entities.
5. Procedures To Identify Causes Of Action And Abandonment Authority. The procedures set forth in the Motion to identify causes of action that should be preserved are approved. The Debtors are authorized, without the need for any further

order or any further notice under Bankruptcy Rule 6007(a), to abandon those causes of action or categories of causes of action that Debtors propose in the Motion to abandon. Subject to the procedures set forth in the Motion, the Debtors are further authorized to abandon certain causes of action not specifically identified in the Motion that they determine should not be pursued, including the categories of actions set forth in the Motion, without the need for any further order or any further notice under Bankruptcy Rule 6007(a). The Debtors may abandon additional causes of action after giving notice to the Statutory Committees. If a Statutory Committee objects within 10 days after service of the notice, the Debtors may bring the matter before this Court for a ruling on whether the proposed abandonment satisfies section 554(a) of the Bankruptcy Code.

6. Scope Of Fraudulent Transfer Review. For purposes of identifying and preserving potential fraudulent transfer claims, the Debtors need only review the following categories of transactions: merger and acquisition deals at or exceeding \$20 million, transfers to Delphi's board of directors or strategy board members other than for compensation or ordinary-course expense reimbursement (if any), unusual securities transactions (if any), dividend distributions to 5% shareholders, and Delphi's financially troubled supplier program.

7. Filing Of Complaints Under Seal. The Clerk of Court is directed to accept for filing, under seal, paper copies of the complaint in each Adversary Proceeding that the Debtors indicate are subject to these procedures. The Clerk of Court also is directed to seal the case docket for any such Adversary Proceeding so that it is not available for public access. The Debtors shall coordinate with the Clerk of Court to

accomplish an efficient and cost-effective filing of the complaints contemplated by this order. The Debtors shall submit to the Clerk, under seal, appropriate electronic media containing PDF copies of the complaints. This order shall not preclude the Debtors, in their sole discretion, from making a copy of a complaint available to parties. The Debtors and GM shall have leave to file, under seal, a stipulation that contains tolling provisions, consistent with this order, and other agreements of the parties with respect to the sealed complaint involving GM, which stipulation shall be deemed "so ordered" and shall be sealed in accordance with the terms of this order.

8. Modification Of Federal Rule Of Civil Procedure 4(m). The Debtors shall have until March 31, 2008 to serve each defendant with summons and complaint, without prejudice to further extensions.

9. Stay Of Adversary Proceedings. All activity in the Adversary Proceedings that the Debtors indicate are subject to these procedures shall be stayed until the earlier of (i) the Debtors' service of a summons and complaint on the defendant in any Adversary Proceeding and (ii) further order of this Court. Notwithstanding the stay, the Debtors may amend their complaint during the stay. Also, during the stay, the Debtors may dismiss any Adversary Proceeding after notice to counsel to the Statutory Committees. If a Statutory Committee objects within 10 days after service of the notice of dismissal, the Debtors may bring the matter before this Court for a ruling on whether the proposed dismissal satisfies section 554(a) of the Bankruptcy Code.

10. Deferral Of Issuance Of Summons. The Clerk of Court is directed not to issue summons until either the stay is lifted with respect to a particular Adversary Proceeding or the Debtors request the Clerk of Court to issue a summons.

11. Service Of Order With Summons And Complaint. The Debtors must serve a copy of this order upon each defendant in any Adversary Proceeding either when the Debtors serve a summons and complaint on the defendant or as soon thereafter as practicable.

12. Additional Procedures. This Order is without prejudice to the Debtors' seeking additional procedures to govern the Adversary Proceedings.

13. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

14. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: August ___, 2007
New York, New York

UNITED STATES BANKRUPTCY JUDGE

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : Chapter 11 |
| DELPHI CORPORATION, <u>et al.</u> , | : Case No. 05-44481 (RDD) |
| | : (Jointly Administered) |
| Debtors. | : |
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STIPULATION TOLLING APPLICABLE STATUTES OF LIMITATIONS
WITH RESPECT TO CLAIMS AGAINST [DEFENDANT]

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,
debtors and debtors-in-possession in the above-captioned cases (collectively, the

"Debtors"), and [Defendant], and its affiliates and subsidiaries, hereby agree and state as follows:

WHEREAS on October 8, 2007 and October 14, 2007 (together, the "Filing Date"), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

WHEREAS in the course of the Debtors' bankruptcy cases, claims and causes of action under or through various provisions of the Bankruptcy Code, including, without limitation, sections 502, 541, 544, 545, 547, 548, 550, and 553 of the Bankruptcy Code, might be asserted by one or more of the Debtors or asserted on behalf of the Debtors' estates against [Defendant].

WHEREAS [Defendant] might wish to assert defenses, setoffs, and counterclaims to such claims or causes of action by the Debtors.

WHEREAS the Debtors and [Defendant] seek to avoid the cost and expense of unnecessary motion practice and litigation and seek to preserve all of their respective legal rights without allowing any applicable statute of limitations to expire and without acknowledging in any way that valid claims, causes of action, or defenses thereto exist or do not exist.

THEREFORE, the Debtors and [Defendant] stipulate and agree as follows:

1. The running of any applicable statute of limitations under sections 108 and 546(a) of the Bankruptcy Code, and all other time limitations or time-based defenses concerning any claim or cause of action against [Defendant] which might

be asserted by one or more of the Debtors or asserted on behalf of the Debtors' estates under or through various provisions of the Bankruptcy Code, including, without limitation, any of sections 502, 541, 544, 545, 547, 548, and 553 of the Bankruptcy Code (the "Claims"), is hereby tolled.

2. The time elapsed during the Tolled Period (defined below) with respect to the Claims is excluded from any computation of time for purposes of any argument or defense based on statutes of limitations, laches, estoppel, waiver, and any other time-based defense or right. As of the termination of this stipulation, the rights of each of the undersigned parties and their successors, assigns, and legal representatives with respect to the Claims will be as they were immediately before the execution of this stipulation with respect to the interposition of any argument or defense based on statutes of limitations, laches, estoppel, waiver, and any other time-based defense or right. This stipulation does not revive any Claim which was barred by the statute of limitations or any other time-based defense before the date this stipulation was executed.

3. The provisions of this stipulation extend up to and include the first business day nine months following entry of an order confirming the Plan, as the same may have been amended or modified before its entry (the "Tolled Period").

4. Notwithstanding the provisions contained herein, in the sole and absolute discretion of the Debtors, or their respective successors and assigns, the Debtors or such successors and assigns are permitted to commence any litigation against [Defendant] during the Tolled Period.

5. Each of the parties acknowledges that it has read all of the terms of this stipulation and enters into those terms voluntarily and without duress.

6. This stipulation contains the entire agreement between the parties regarding the provisions set forth above and may be modified only in a writing signed by the parties or their duly appointed agents, upon notice to counsel for the an official committee of unsecured creditors

7. This stipulation is not to be construed, and is not intended, as an admission or suggestion that any valid claim or cause of action exists against [Defendant] or that any valid defense to any such claim or cause of action exists.

8. Except as expressly set forth in this stipulation, each of the parties hereto reserves all rights and remedies that it may have against the other.

9. The parties intend that this stipulation and Order and the tolling contemplated hereby shall not impair, diminish, or eliminate any jurisdiction of the Bankruptcy Court, to the extent that it has jurisdiction as of the date of execution of this stipulation, to adjudicate any claim, action, or proceeding relating to or arising out of any matter referred to above. In particular, the parties understand, and the Bankruptcy Court by approving this stipulation or form of stipulation finds and determines, that section 546(a) of the Bankruptcy Code constitutes a true statute of limitations which may be tolled by the parties' agreement. The parties nevertheless recognize that there exist dicta in certain reported cases indicating that some courts (which have considered section 546(a) of the Bankruptcy Code to impose a temporal limit on the jurisdiction of the Bankruptcy Court) might hold that section 546(a) could not be tolled by agreement. If a final and non-

appealable order of a court of competent jurisdiction determines that (i) the time limitations described in section 546(a) cannot be effectively tolled by agreement and (ii) the Bankruptcy Court therefore cannot adjudicate any such claim, action, or proceeding, then the non-Debtor party to each stipulation (as a new and separate obligation and in consideration of the forbearance provided for hereby) must pay to each Debtor that amount, if any, which the Bankruptcy Court by final order determines would have been the ultimate net liability of the non-Debtor party to such Debtor on any such claim, action, or proceeding if an adversary proceeding on such claim, action, or proceeding had been commenced in Bankruptcy Court on the date this stipulation was executed, but giving full effect to any and all other defenses or counterclaims of any kind or nature that the non-Debtor party could assert in such an adversary proceeding. If the Bankruptcy Court is not competent to make such a determination, the determination will be made by binding arbitration, and the Debtors and the non-Debtor party hereby irrevocably submit to such binding arbitration in accordance with the arbitration rules of [_____] (but only in the event that the Bankruptcy Court is not competent to make the determination as described above) and to entry of judgment upon the arbitration award in the Bankruptcy Court or any court of competent jurisdiction.

10. This stipulation is deemed to have been jointly drafted by the parties hereto, and, in constructing and interpreting this stipulation, no provision may be construed and interpreted for or against any of the parties because such provision or any other provision of this stipulation, or this stipulation as a whole, was purportedly prepared or requested by that party.

11. This stipulation and the rights and obligations of the parties hereunder are governed by, and construed and interpreted in accordance with, the laws of the State of New York and, to the extent applicable, federal bankruptcy law, and any action or proceeding to enforce the rights and obligations of the parties hereunder must originally and exclusively be brought in the Bankruptcy Court.

12. This stipulation is effective as of the date it is fully executed and is binding upon, and inures to the benefit of, the successors, representatives, assigns, and heirs of the parties hereto.

13. Each stipulation is deemed "So Ordered" upon execution thereof.

14. This stipulation may be executed in counterparts and by facsimile signature, and all executed counterparts and facsimile signatures taken together constitute one document.

15. Except as otherwise expressly provided herein, the use of the singular of any word includes the plural and the use of the plural includes the singular.

DATED: New York, New York
_____, 2007

[Debtor-in-Possession]

[Defendant]

By: _____

By: _____

[Attorneys for Debtor-in-Possession]

[Attorneys for Defendant]

By: _____

By: _____

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
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NOTICE OF EXPEDITED MOTION FOR ORDER UNDER 11 U.S.C. §§ 102(1)(A),
105(a), 107, 108(a)(2), AND 546(a) AND FED. R. BANKR. P. 7004, 9006(c),
AND 9018 (i) AUTHORIZING DEBTORS TO ENTER INTO STIPULATIONS
TOLLING STATUTE OF LIMITATIONS WITH RESPECT TO
CERTAIN CLAIMS, (ii) AUTHORIZING PROCEDURES TO IDENTIFY CAUSES
OF ACTION THAT SHOULD BE PRESERVED, AND (iii) ESTABLISHING
PROCEDURES FOR CERTAIN ADVERSARY PROCEEDINGS INCLUDING
THOSE COMMENCED BY DEBTORS UNDER 11 U.S.C. § 541, 544, 545, 547, 548, OR 553

PLEASE TAKE NOTICE that on August 6, 2007, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed an Expedited Motion For Order Under 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2), And 546(a) And Fed. R. Bankr. P. 7004, 9006(c), And 9018 (i) Authorizing Debtors To Enter Into Stipulations Tolling Statute Of Limitations With Respect To Certain Claims, (ii) Authorizing Procedures To Identify Causes Of Action That Should Be Preserved, And (iii) Establishing Procedures For Certain Adversary Proceedings Including Those Commenced By Debtors Under 11 U.S.C. § 541, 544, 545, 547, 548, Or 553 (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on August 16, 2007, at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, and Administrative Procedures, entered March 20, 2006 (Docket No. 2883) (the "Supplemental Case Management Order") and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, entered October 26, 2006 (Docket No. 5418)

(together with the Supplemental Case Management Order, the "Case Management Orders"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (prevailing Eastern time) on August 13, 2007** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Orders will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Case Management Orders, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York
August 6, 2007

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
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George N. Panagakis (GP 0770)
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- and -

By: /s/ Kayalyn A. Marafioti
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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT D

Extension of Avoidance Action Service Deadline Motion

Hearing Date And Time: March 19, 2008 at 10:00 a.m.
Objection Deadline: March 12, 2008 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| | : | (Jointly Administered) |
| Debtors. | : | |
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MOTION PURSUANT TO FED. R. BANKR. P. 7004(a) AND
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("EXTENSION OF AVOIDANCE ACTION SERVICE DEADLINE MOTION")



Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (Docket No. 9105) (the "Motion"), and respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. This Court has ordered joint administration of these cases.

2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders.

3. On September 6, 2007, the Debtors filed the Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9263) and the Disclosure Statement With Respect To Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9264). Subsequently, on December 10, 2007, the Debtors filed the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386) (the "Plan") and the First Amended Disclosure Statement with

respect to the Plan (Docket No. 11388) (the "Disclosure Statement"). The Court entered an order approving the adequacy of the Disclosure Statement and granting the related solicitation procedures motion on December 10, 2007 (Docket No. 11389). On January 25, 2008, the Court entered an order confirming the Plan (as modified) (Docket No. 12359) (the "Confirmation Order"), which became a final order on February 4, 2008.

4. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

5. The statutory predicates for the relief requested herein are rules 7004 and 9004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and rule 4(m) of the Federal Rules of Civil Procedure.

B. Current Business Operations Of The Debtors

6. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2007 had global net sales of \$22.3 billion and global assets of approximately \$13.7 billion.¹ At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and have continued their business operations without supervision from the Court.²

¹ The aggregated financial data used herein generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 19, 2008.

² On March 20, 2007, Delphi Automotive Systems Espana S.L. ("DASE"), whose sole operation is a non-core automotive component plant in Cadiz, Spain, filed a "Concurso" application for a Spanish insolvency proceeding, which was approved by the Spanish court on April 13, 2007. On July 4, 2007, DASE, its Concurso receivers, and the Cadiz workers councils and unions reached a settlement on a social plan, the funding of which was approved by this Court on July 19, 2007. The Spanish court approved the social plan on July 31, 2007. The Concurso proceeding is consistent with Delphi's transformation plan to optimize its manufacturing footprint and to lower its overall cost structure.

7. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer ("OEM").

8. Delphi was incorporated in Delaware in 1998 as a wholly owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

9. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.³ Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of

³ Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006 the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs, and in 2007, the Debtors incurred a net loss of \$3.1 billion.

10. The Debtors believe that the Company's financial performance deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.

11. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete its transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

12. On March 31, 2006, the Company outlined the key tenets of a transformation plan that it believed would enable it to return to stable, profitable business operations. The Debtors stated that they needed to focus on five key areas: first, modifying the Company's labor agreements to create a competitive arena in which to conduct business; second, concluding their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company; third, streamlining their product portfolio to capitalize on their world-class technology and market strengths and

make the necessary manufacturing alignment with their new focus; fourth, transforming their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint; and fifth, devising a workable solution to their current pension situation.

E. Confirmation Of The Debtors' Plan Of Reorganization

13. The confirmed Plan is based upon a series of global settlements and compromises that involve nearly every major constituency in the Debtors' reorganization cases. The Global Settlement Agreement and the Master Restructuring Agreement provide for a comprehensive settlement with GM, and both agreements were approved by this Court in the Confirmation Order. With the Plan confirmed, the Debtors are focusing their efforts on satisfying the conditions for the Plan to become effective and allow them to emerge from chapter 11. The Debtors anticipate having the Plan become effective as soon as reasonably practicable.

14. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

F. The Establishment Of Procedures To Preserve Estate Claims

15. Before the confirmation of the Debtors' Plan, this Court entered on August 16, 2007 that certain Order Under 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2), And 546(a) And Fed. R. Bankr. P. 7004, 9006(c), And 9018 (i) Authorizing Debtors To Enter Into Stipulations Tolling Statute Of Limitations With Respect To Certain Claims, (ii) Authorizing Procedures To Identify Causes Of Action That Should Be Preserved, And (iii) Establishing

Procedures For Certain Adversary Proceedings Including Those Commenced By Debtors Under 11 U.S.C. § 541, 544, 545, 547, 548, Or 553 ("Preservation Of Estate Claims Procedures Order") (Docket No. 9105).

16. The purpose of the Preservation Of Estate Claims Procedures Order was two-fold: on the one hand, it permitted the Debtors to preserve their right to pursue (or abandon) certain avoidance actions before the then-impending expiration of the two-year statute of limitations to file such actions; on the other hand, it established procedures to avoid having to force all potential defendants to retain counsel and defend against the adversary proceedings when, in fact, the Debtors anticipated that most of them would be resolved upon the Debtors' emergence from chapter 11 and thus never pursued. To that end, the Preservation Of Estate Claims Procedures Order (i) allowed the Debtors to file adversary proceeding complaints under seal, (ii) directed the Clerk of Court to delay issuing summonses for complaints unless and until the Debtors notified the Clerk of Court of their intent to prosecute such actions, (iii) stayed each adversary action unless and until the Debtors make service of process on the respective defendants, and (iv) extended the deadline under Fed. R. Civ. P. 4(m) by which the Debtors would have to serve process to March 31, 2008, which was less than 60 days beyond the 120-day deadline, so that the complaints would not be subject to dismissal under Fed. R. Civ. P. 4(m). Such relief was intended to allow the Debtors to preserve potentially valuable assets without disrupting the Plan process or business relationships or prejudicing the rights of any defendants.

17. In accordance with the Preservation Of Estate Claims Procedures Order, the Debtors commenced 742 adversary proceedings (the "Adversary Proceedings") by filing complaints under seal. On January 25, 2008, the Court entered the Confirmation Order. Under

the Plan, the Debtors will not retain any of the causes of action asserted in the Adversary Proceedings except those specifically listed on Exhibit 7.24 to the Plan.⁴

Relief Requested

18. By this Motion, the Debtors request entry of an order under Bankruptcy Rule 9006(b)(1) and Federal Rule Of Civil Procedure 4(m), made applicable by Bankruptcy Rule 7004(a), to extend the deadline by which the Debtors would be required to serve a summons and complaint upon each defendant under the Preservation Of Estate Claims Procedures Order. Specifically, the Debtors request that the existing March 31, 2008 service deadline set forth in the Preservation Of Estate Claims Procedures Order be extended by two months to May 31, 2008. The Debtors accordingly request that the Court enter the proposed Extension of Avoidance Action Service Deadline Order, a copy of which is annexed hereto as Exhibit A.

Basis For Relief

19. The Debtors intend to emerge from chapter 11 as soon as reasonably practicable. Under the Preservation Of Estate Claims Procedures Order, however, the Debtors' current deadline to serve the summons and complaint on every defendant in the Adversary Proceedings is March 31, 2008. To meet the March 31, 2008 deadline for each of the defendants, the Debtors would first have to request that the Clerk of Court issue in the coming weeks summonses for each of the 742 Adversary Proceedings to allow enough time for the summonses to be issued and subsequently served with the complaints by the March 31, 2008 deadline.

⁴ Of the five categories of claims listed by the Debtors on Exhibit 7.24 to the Plan, only the claims relating to Laneko Engineering Co., Wachovia Bank, National Association, Laneko Engineering Co. Inc., and their affiliates and subsidiaries are subject to the Preservation Of Estate Claims Procedures Order. (See Exhibit 7.24 to the Plan (Docket No. 11608).)

20. Contemplating that further extensions may be necessary to achieve the goals of the Preservation Of Estate Claims Procedures Order, that order expressly provided that the Debtors' previous extension of the deadline for services of process was "without prejudice [to the Debtors' ability] to seek further extensions" if appropriate. (See Preservation Of Estate Claims Procedures Order ¶ 8.)

21. The Debtors now believe that the short two-month extension of the Fed. R. Civ. P. 4(m) deadline that is requested in this Motion is appropriate, and that there is good cause for such an extension. Such an extension would enable the Debtors to fulfill their fiduciary responsibility to preserve valuable estate assets in a manner that would not unnecessarily disrupt the emergence process or the Debtors' current business relationships with potential defendants that are necessary to the Debtors' ongoing operations. Moreover, the requested limited extension would reduce the administrative and economic burdens of the Adversary Proceedings on the Debtors, the Court, the Clerk of Court, and the potential defendants. Specifically, the Debtors believe that the resources that they, the Court, the Clerk of Court, and the defendants would need to expend on issuing and serving 742 summonses and complaints in the Adversary Proceedings at this time—and the potential need thereafter to prosecute and defend such adversary proceedings—would not be in the best interests of the Debtors' estates, the Debtors' stakeholders, and other parties-in-interest because most of the Adversary Proceedings will not be prosecuted once the Plan becomes effective. The Debtors submit that these reasons comprise good cause for the requested extension.

Applicable Authority

22. The Bankruptcy Rules and Federal Rules of Civil Procedure grant this Court discretion to adopt and implement guidelines which will aid in the administration of Adversary Proceedings, including discretion to grant the proposed extension of the service of

process deadline. See In re Sheehan, 253 F.3d 507, 511 (9th Cir. 2001) ("The time for service in an adversary proceeding may be extended under two different rules: Rule 4(m) of the Federal Rules of Civil Procedure, and Bankruptcy Rule 9006(b).").

23. Bankruptcy Rule 9006(b)(1) provides for the enlargement of time to perform acts required under the Bankruptcy Rules: "[W]hen an act is required or allowed to be done at or within a specified period by these rules or by a notice given thereunder or by order of court, the court for cause shown may at any time in its discretion . . . order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order" Fed. R. Bankr. P. 9006(b)(1).

24. Moreover, Fed. R. Civil P. 4(m), made applicable here by Bankruptcy Rule 7004(a), requires courts, upon a showing of good cause, to extend the period for service of process after the filing of a complaint. See Bank of Cape Verde v. Bronson, 167 F.R.D. 370, 371-72 (S.D.N.Y. 1996) (good cause existed when future events would have likely "obviated the need to serve the [] complaint" and when plaintiff requested extension before Fed. R. Civ. P. 4(m) deadline expired). Even absent good cause, this Court has discretion to extend the 120-day service period. See Mejia v. Castle Hotel Inc., 164 F.R.D. 343, 345 (S.D.N.Y. 1996).

25. The Debtors accordingly request that the Court enter the proposed order, annexed hereto as Exhibit A, which would extend by two months (i.e., from March 31, 2008 to May 31, 2008) the Debtors' Fed. R. Civ. P. 4(m) deadline to serve each defendant in the Adversary Proceedings commenced in connection with the Preservation Of Estate Claims

Procedures Order with a summons and a copy of the complaint, without prejudice to the Debtors' right to seek further extensions of the deadline.⁵

Notice Of Motion

26. Notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Tenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered February 4, 2008 (Docket No. 12487). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

27. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

⁵ Similar relief was granted in In re Ames Dep't Stores, Inc., No. 01-42217 (REG) (Bankr. S.D.N.Y. Feb. 3, 2004). (See Order Extending Time For Service Of Process With Respect To Certain Preference Actions (Docket No. 2524).)

WHEREFORE the Debtors respectfully request that the Court enter an order
(a) granting the relief requested herein and (b) granting the Debtors such other and further relief
as is just.

Dated: New York, New York
February 28, 2008

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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New York, New York 10036

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-------------------------------------|---|-------------------------|
| -----X | : | |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| -----X | | |

ORDER PURSUANT TO FED. R. BANKR. P. 7004(a) AND
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("EXTENSION OF AVOIDANCE ACTION SERVICE DEADLINE ORDER")

Upon the motion, dated February 28, 2008 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under Federal Rules of Bankruptcy Procedure 7004(a) and 9006(b)(1) and Federal Rule of Civil Procedure 4(m) to extend the deadline to serve process for Adversary Proceedings¹ commenced in connection with the Preservation Of Estate Claims Procedures Order² (Docket No. 9105); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice

¹ Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

² The Adversary Proceedings are listed by adversary proceeding number on Exhibit A attached hereto.

is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Paragraph 8 of the Preservation Of Estate Claims Procedures Order is modified so that the time under Federal Rule of Civil Procedure 4(m) by which the Debtors must serve a defendant in the Adversary Proceedings with a summons and complaint is further extended to May 31, 2008, without prejudice to the Debtors' right to seek further extensions. The Debtors shall serve a copy of this order upon each defendant in any Adversary Proceeding either when the Debtors serve a summons and complaint on such defendant or as soon thereafter as practicable. All other provisions of the Preservation Of Estate Claims Procedures Order shall remain in effect.
3. This order shall be deemed entered in each of the Adversary Proceedings.
4. The Debtors shall file a copy of this order in each of the Adversary Proceedings.
5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
March ____, 2008

UNITED STATES BANKRUPTCY JUDGE

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02072 | 07-02209 | 07-02251 |
| 07-02084 | 07-02213 | 07-02255 |
| 07-02090 | 07-02214 | 07-02259 |
| 07-02096 | 07-02219 | 07-02261 |
| 07-02101 | 07-02224 | 07-02265 |
| 07-02106 | 07-02227 | 07-02267 |
| 07-02115 | 07-02231 | 07-02270 |
| 07-02120 | 07-02077 | 07-02273 |
| 07-02124 | 07-02080 | 07-02276 |
| 07-02138 | 07-02083 | 07-02277 |
| 07-02142 | 07-02091 | 07-02280 |
| 07-02147 | 07-02095 | 07-02281 |
| 07-02150 | 07-02102 | 07-02282 |
| 07-02154 | 07-02105 | 07-02283 |
| 07-02157 | 07-02112 | 07-02284 |
| 07-02163 | 07-02117 | 07-02288 |
| 07-02170 | 07-02123 | 07-02291 |
| 07-02184 | 07-02125 | 07-02293 |
| 07-02190 | 07-02128 | 07-02074 |
| 07-02198 | 07-02130 | 07-02078 |
| 07-02202 | 07-02135 | 07-02082 |
| 07-02204 | 07-02137 | 07-02085 |
| 07-02208 | 07-02143 | 07-02089 |
| 07-02076 | 07-02148 | 07-02093 |
| 07-02081 | 07-02152 | 07-02108 |
| 07-02087 | 07-02159 | 07-02114 |
| 07-02097 | 07-02165 | 07-02119 |
| 07-02104 | 07-02169 | 07-02122 |
| 07-02112 | 07-02174 | 07-02126 |
| 07-02132 | 07-02175 | 07-02129 |
| 07-02140 | 07-02182 | 07-02131 |
| 07-02145 | 07-02189 | 07-02136 |
| 07-02153 | 07-02196 | 07-02141 |
| 07-02160 | 07-02200 | 07-02146 |
| 07-02166 | 07-02088 | 07-02151 |
| 07-02171 | 07-02094 | 07-02156 |
| 07-02180 | 07-02099 | 07-02158 |
| 07-02186 | 07-02103 | 07-02164 |
| 07-02191 | 07-02109 | 07-02167 |
| 07-02195 | 07-02110 | 07-02172 |
| 07-02201 | 07-02239 | 07-02176 |
| 07-02205 | 07-02244 | 07-02179 |
| 07-02207 | 07-02248 | 07-02183 |

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02187 | 07-02107 | 07-02334 |
| 07-02193 | 07-02111 | 07-02337 |
| 07-02233 | 07-02118 | 07-02340 |
| 07-02238 | 07-02107 | 07-02346 |
| 07-02243 | 07-02149 | 07-02350 |
| 07-02247 | 07-02162 | 07-02354 |
| 07-02249 | 07-02173 | 07-02359 |
| 07-02253 | 07-02178 | 07-02237 |
| 07-02257 | 07-02185 | 07-02240 |
| 07-02263 | 07-02192 | 07-02246 |
| 07-02075 | 07-02197 | 07-02258 |
| 07-02086 | 07-02203 | 07-02264 |
| 07-02100 | 07-02211 | 07-02271 |
| 07-02116 | 07-02214 | 07-02274 |
| 07-02121 | 07-02218 | 07-02279 |
| 07-02127 | 07-02223 | 07-02285 |
| 07-02133 | 07-02229 | 07-02289 |
| 07-02139 | 07-02232 | 07-02294 |
| 07-02144 | 07-02234 | 07-02298 |
| 07-02155 | 07-02236 | 07-02302 |
| 07-02161 | 07-02242 | 07-02312 |
| 07-02168 | 07-02215 | 07-02316 |
| 07-02177 | 07-02220 | 07-02324 |
| 07-02181 | 07-02222 | 07-02330 |
| 07-02188 | 07-02226 | 07-02336 |
| 07-02194 | 07-02230 | 07-02342 |
| 07-02199 | 07-02252 | 07-02347 |
| 07-02206 | 07-02256 | 07-02783 |
| 07-02210 | 07-02262 | 07-02355 |
| 07-02212 | 07-02266 | 07-02361 |
| 07-02217 | 07-02269 | 07-02367 |
| 07-02221 | 07-02272 | 07-02373 |
| 07-02225 | 07-02275 | 07-02379 |
| 07-02228 | 07-02278 | 07-02397 |
| 07-02235 | 07-02299 | 07-02405 |
| 07-02241 | 07-02303 | 07-02268 |
| 07-02245 | 07-02306 | 07-02296 |
| 07-02250 | 07-02309 | 07-02304 |
| 07-02254 | 07-02314 | 07-02308 |
| 07-02260 | 07-02318 | 07-02311 |
| 07-02079 | 07-02321 | 07-02315 |
| 07-02092 | 07-02326 | 07-02320 |
| 07-02098 | 07-02329 | 07-02323 |

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02328 | 07-02485 | 07-02706 |
| 07-02333 | 07-02488 | 07-02708 |
| 07-02784 | 07-02490 | 07-02710 |
| 07-02338 | 07-02493 | 07-02712 |
| 07-02341 | 07-02497 | 07-02714 |
| 07-02345 | 07-02499 | 07-02715 |
| 07-02349 | 07-02503 | 07-02717 |
| 07-02351 | 07-02506 | 07-02718 |
| 07-02356 | 07-02510 | 07-02719 |
| 07-02360 | 07-02513 | 07-02720 |
| 07-02363 | 07-02517 | 07-02721 |
| 07-02364 | 07-02521 | 07-02723 |
| 07-02369 | 07-02525 | 07-02726 |
| 07-02374 | 07-02528 | 07-02728 |
| 07-02377 | 07-02532 | 07-02730 |
| 07-02382 | 07-02535 | 07-02732 |
| 07-02384 | 07-02538 | 07-02734 |
| 07-02386 | 07-02544 | 07-02736 |
| 07-02388 | 07-02547 | 07-02738 |
| 07-02390 | 07-02549 | 07-02739 |
| 07-02392 | 07-02286 | 07-02741 |
| 07-02393 | 07-02290 | 07-02743 |
| 07-02396 | 07-02295 | 07-02745 |
| 07-02402 | 07-02297 | 07-02747 |
| 07-02407 | 07-02301 | 07-02749 |
| 07-02417 | 07-02305 | 07-02751 |
| 07-02421 | 07-02310 | 07-02753 |
| 07-02430 | 07-02317 | 07-02754 |
| 07-02442 | 07-02322 | 07-02756 |
| 07-02445 | 07-02327 | 07-02758 |
| 07-02449 | 07-02332 | 07-02760 |
| 07-02452 | 07-02335 | 07-02761 |
| 07-02454 | 07-02343 | 07-02762 |
| 07-02458 | 07-02348 | 07-02764 |
| 07-02461 | 07-02352 | 07-02766 |
| 07-02464 | 07-02357 | 07-02368 |
| 07-02467 | 07-02362 | 07-02371 |
| 07-02470 | 07-02366 | 07-02375 |
| 07-02473 | 07-02372 | 07-02378 |
| 07-02475 | 07-02696 | 07-02381 |
| 07-02478 | 07-02701 | 07-02383 |
| 07-02481 | 07-02703 | 07-02785 |
| 07-02483 | 07-02704 | 07-02387 |

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02389 | 07-02498 | 07-02537 |
| 07-02391 | 07-02500 | 07-02540 |
| 07-02394 | 07-02504 | 07-02543 |
| 07-02398 | 07-02511 | 07-02545 |
| 07-02400 | 07-02515 | 07-02548 |
| 07-02401 | 07-02507 | 07-02559 |
| 07-02403 | 07-02520 | 07-02560 |
| 07-02406 | 07-02524 | 07-02561 |
| 07-02408 | 07-02527 | 07-02562 |
| 07-02410 | 07-02530 | 07-02563 |
| 07-02413 | 07-02533 | 07-02564 |
| 07-02416 | 07-02536 | 07-02565 |
| 07-02420 | 07-02541 | 07-02566 |
| 07-02423 | 07-02414 | 07-02567 |
| 07-02425 | 07-02418 | 07-02568 |
| 07-02428 | 07-02424 | 07-02569 |
| 07-02429 | 07-02427 | 07-02570 |
| 07-02432 | 07-02433 | 07-02571 |
| 07-02434 | 07-02435 | 07-02572 |
| 07-02436 | 07-02439 | 07-02573 |
| 07-02438 | 07-02447 | 07-02574 |
| 07-02441 | 07-02451 | 07-02575 |
| 07-02443 | 07-02455 | 07-02576 |
| 07-02446 | 07-02459 | 07-02577 |
| 07-02448 | 07-02462 | 07-02578 |
| 07-02450 | 07-02465 | 07-02580 |
| 07-02453 | 07-02469 | 07-02582 |
| 07-02456 | 07-02471 | 07-02583 |
| 07-02457 | 07-02476 | 07-02584 |
| 07-02460 | 07-02479 | 07-02585 |
| 07-02463 | 07-02482 | 07-02587 |
| 07-02786 | 07-02487 | 07-02589 |
| 07-02466 | 07-02491 | 07-02591 |
| 07-02468 | 07-02496 | 07-02287 |
| 07-02472 | 07-02501 | 07-02292 |
| 07-02474 | 07-02508 | 07-02300 |
| 07-02477 | 07-02512 | 07-02307 |
| 07-02480 | 07-02516 | 07-02313 |
| 07-02484 | 07-02518 | 07-02319 |
| 07-02486 | 07-02522 | 07-02325 |
| 07-02489 | 07-02526 | 07-02331 |
| 07-02492 | 07-02529 | 07-02339 |
| 07-02495 | 07-02531 | 07-02344 |

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02353 | 07-02755 | 07-02640 |
| 07-02358 | 07-02757 | 07-02641 |
| 07-02365 | 07-02759 | 07-02642 |
| 07-02370 | 07-02763 | 07-02643 |
| 07-02376 | 07-02765 | 07-02644 |
| 07-02380 | 07-02767 | 07-02645 |
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| 07-02419 | 07-02770 | 07-02648 |
| 07-02689 | 07-02771 | 07-02649 |
| 07-02690 | 07-02772 | 07-02650 |
| 07-02691 | 07-02773 | 07-02651 |
| 07-02692 | 07-02774 | 07-02652 |
| 07-02693 | 07-02775 | 07-02653 |
| 07-02694 | 07-02776 | 07-02654 |
| 07-02695 | 07-02777 | 07-02655 |
| 07-02697 | 07-02778 | 07-02656 |
| 07-02698 | 07-02779 | 07-02657 |
| 07-02699 | 07-02617 | 07-02658 |
| 07-02700 | 07-02618 | 07-02659 |
| 07-02702 | 07-02619 | 07-02660 |
| 07-02705 | 07-02620 | 07-02661 |
| 07-02707 | 07-02621 | 07-02662 |
| 07-02709 | 07-02622 | 07-02663 |
| 07-02711 | 07-02623 | 07-02664 |
| 07-02713 | 07-02624 | 07-02665 |
| 07-02716 | 07-02625 | 07-02666 |
| 07-02722 | 07-02626 | 07-02667 |
| 07-02724 | 07-02627 | 07-02668 |
| 07-02725 | 07-02628 | 07-02669 |
| 07-02727 | 07-02629 | 07-02670 |
| 07-02729 | 07-02787 | 07-02671 |
| 07-02731 | 07-02630 | 07-02672 |
| 07-02733 | 07-02631 | 07-02673 |
| 07-02735 | 07-02788 | 07-02674 |
| 07-02737 | 07-02632 | 07-02675 |
| 07-02740 | 07-02633 | 07-02676 |
| 07-02742 | 07-02634 | 07-02677 |
| 07-02744 | 07-02635 | 07-02678 |
| 07-02746 | 07-02336 | 07-02679 |
| 07-02748 | 07-02637 | 07-02680 |
| 07-02750 | 07-02638 | 07-02681 |
| 07-02752 | 07-02639 | 07-02682 |

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02683 | 07-02588 | 07-02810 |
| 07-02684 | 07-02590 | 07-02811 |
| 07-02685 | 07-02592 | 07-02812 |
| 07-02686 | 07-02593 | 07-02813 |
| 07-02687 | 07-02594 | 07-02814 |
| 07-02688 | 07-02595 | 07-02815 |
| 07-02399 | 07-02596 | 07-02816 |
| 07-02404 | 07-02597 | 07-02817 |
| 07-02409 | 07-02598 | 07-02818 |
| 07-02411 | 07-02599 | 07-02819 |
| 07-02412 | 07-02600 | 07-02862 |
| 07-02415 | 07-02601 | |
| 07-02422 | 07-02602 | |
| 07-02426 | 07-02603 | |
| 07-02431 | 07-02604 | |
| 07-02437 | 07-02605 | |
| 07-02789 | 07-02606 | |
| 07-02440 | 07-02607 | |
| 07-02790 | 07-02608 | |
| 07-02444 | 07-02609 | |
| 07-02494 | 07-02610 | |
| 07-02502 | 07-02611 | |
| 07-02505 | 07-02612 | |
| 07-02509 | 07-02613 | |
| 07-02514 | 07-02614 | |
| 07-02519 | 07-02615 | |
| 07-02523 | 07-02616 | |
| 07-02534 | 07-02794 | |
| 07-02539 | 07-02803 | |
| 07-02542 | 07-02805 | |
| 07-02546 | 07-02797 | |
| 07-02550 | 07-02795 | |
| 07-02551 | 07-02796 | |
| 07-02552 | 07-02798 | |
| 07-02553 | 07-02799 | |
| 07-02554 | 07-02800 | |
| 07-02555 | 07-02801 | |
| 07-02556 | 07-02802 | |
| 07-02557 | 07-02804 | |
| 07-02558 | 07-02806 | |
| 07-02579 | 07-02807 | |
| 07-02581 | 07-02808 | |
| 07-02586 | 07-02809 | |

Hearing Date And Time: March 19, 2008 at 10:00 a.m.
Objection Deadline: March 12, 2008 at 4:00 p.m.

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Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
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NOTICE OF MOTION PURSUANT TO FED. R. BANKR. P. 7004(a) AND
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

PLEASE TAKE NOTICE that on February 28, 2008, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on March 19, 2008 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (the "Supplemental Case Management Order") (Docket No. 2883), and the Tenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered February 4, 2008 (Docket No. 12487) (the "Tenth Supplemental Case Management Order"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-

interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (prevailing Eastern time) on March 12, 2008** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Supplemental Case Management Order and the Tenth Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Supplemental Case Management Order and the Tenth Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York
February 28, 2008

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT E

March 19, 2008 Hearing Transcript

ORIGINAL

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UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

Case No. 05-44481

-----x

In the Matter of:

DELPHI CORPORATION,

Debtor.

-----x

United States Bankruptcy Court

One Bowling Green

New York, New York

March 19, 2008

10:09 AM

B E F O R E:

HON. ROBERT D. DRAIN

U.S. BANKRUPTCY JUDGE

VERITETEXT/NEW YORK REPORTING COMPANY

212-267-6868

516-608-2400

1 prudent to file this motion. As I indicated, it's been
2 reviewed with our statutory committees and with other
3 stakeholders. No objections have been filed.

4 THE COURT: Okay. Does anyone want to say anything
5 on this motion? All right. I've reviewed it and the motion
6 clearly sets forth cause for, as you said, a precautionary
7 extension of exclusivity so I'll grant that.

8 MR. BUTLER: Thank you, Your Honor. Your Honor,
9 matter number 3 on the agenda is our motion to extend the Rule
10 4(m) time for services of summonses relating to avoidance
11 actions that were filed under the preservation of the estate
12 claims procedures order. This motion is filed at docket number
13 12922 and this motion is also unopposed.

14 Essentially, Your Honor, what we're asking you to do
15 is to extend the time for an additional sixty days for
16 summonses to be served in connection to serve a complete
17 process in connection with all of the individual adversary
18 complaints that were filed under the estate claims procedures
19 order. And you previously had granted us an extension through
20 March 31, 2008 and that was slightly less than sixty days
21 beyond the 120-day deadline set forth in Federal Civil
22 Procedure 4(m). And that rule does provide -- in the case law
23 interpreting it, it does provide the opportunity for the
24 plaintiffs to come in and establish cause with the Court as to
25 an appropriate extension of those summonses.

1 Under case law here in the Southern District, this
2 Court has discretion to extend the 120-day service period and
3 it is a discretionary matter. And it is particularly seen as
4 good cause when there is a reasonable belief that future events
5 would likely obviate the need to serve the complaint and
6 prosecute the actions. That can be -- is obviously, Your
7 Honor, in this case, I think, self-evident. Upon the
8 confirmation of a plan, I believe all but one, possibly two of
9 those matters, would end up not being pursued. They would end
10 up being dismissed as of the effective date and would not be
11 pursued. Similar relief of this nature has been granted in
12 other cases -- Chapter 11 cases in this district, including in
13 the Ames Department Store case in 2004 where a further
14 extension was granted at docket number 2524 in that case.

15 Your Honor, we believe that there is no reason to
16 move forward with the service of summons with respect to the
17 742 adversary proceedings that are under seal. We would ask
18 Your Honor to give us an additional sixty days through May 31st
19 to address that issue.

20 THE COURT: Okay. Does anyone have anything to say
21 on this motion? All right. I had one question and you alluded
22 to this. The plan did reserve or retain the ability to pursue
23 a very small number of avoidance actions. And my question is
24 with regard to that small group, have the debtors determined,
25 assuming the plan goes effective, that those will definitely be

23

1 pursued or is that still something they're analyzing in light
2 of the cost of pursuing it versus the net gain of a victory --

3 MR. BUTLER: I think, Your Honor --

4 THE COURT: -- or potential victory?

5 MR. BUTLER: -- those are still under analysis. They
6 were retained because of the unique circumstances that were
7 pled in those particular proceedings. And I don't think a
8 final decision has been made as to whether those would actually
9 be pursued. But obviously, we did make -- we did do enough
10 analysis to decide that as opposed to the other 740 odd actions
11 that these should be retained for that purpose.

12 THE COURT: Did those defendants get notice of the
13 motion?

14 MR. BUTLER: Everyone received notice of the 4(m)
15 motion, I believe. Let me make sure. Is that -- I want to
16 just double check with my folks. It went to the 2002 services,
17 I know for sure. Just give us one second, Your Honor.

18 THE COURT: Okay.

19 MR. BUTLER: Your Honor, I'm almost certain that they
20 would have not gotten individualized notice unless they were on
21 the 2002 list.

22 THE COURT: Okay.

23 MR. BUTLER: And the reason for that is I'm not sure
24 they know about the existence of the pleadings.

25 THE COURT: All right. Well, I debated whether to

1 have you settle the order on those -- that handful of people.

2 I mean, normally, no one wants to have litigation be activated
3 but I think the rationale potentially for them is a little
4 different than the others. So I think I'll -- particularly, if
5 we're not sure whether they got the notice.

6 MR. BUTLER: Your Honor, I think -- let me just --

7 THE COURT: If they're on the 2002 list, you don't
8 need to settle it. If they weren't -- they weren't served with
9 it, I'd like you to settle it as to the handful of people that
10 the plan at least contemplates would be pursued.

11 MR. BUTLER: Right.

12 THE COURT: With regard to the vast majority, all the
13 others, clearly there's a good basis for not activating that
14 litigation. It would be moot upon consummation of the plan.

15 MR. BUTLER: We'll do that, Your Honor. And the
16 existence of those folks is obviously that that exhibit to the
17 plan is public. So everyone knows what that retention is.
18 So --

19 THE COURT: Right.

20 MR. BUTLER: -- we will deal with that and we will
21 settle the order. If they're not --

22 THE COURT: You can do it five days notice.

23 MR. BUTLER: Okay. Thank you, Your Honor.

24 THE COURT: Okay. If they're not on the 2002 list.

25 MR. BUTLER: Thanks -- thank you, Your Honor. Your

EXHIBIT F

Extension of Avoidance Action Service Deadline Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-------------------------------------|---|-------------------------|
| -----X | : | |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| -----X | | |

ORDER PURSUANT TO FED. R. BANKR. P. 7004(a) AND
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("EXTENSION OF AVOIDANCE ACTION SERVICE DEADLINE ORDER")

Upon the unopposed motion, dated February 28, 2008 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under Federal Rules of Bankruptcy Procedure 7004(a) and 9006(b)(1) and Federal Rule of Civil Procedure 4(m) to extend the deadline to serve process for Adversary Proceedings¹ commenced in connection with the Preservation Of Estate Claims Procedures Order² (Docket No. 9105); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given, and it appearing that the notice

¹ Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.



of the presentment of this order has been given in accordance with this Court's direction and Local Rule 9074-1 to the parties in the adversary proceeding that is subject to the Preservation of Estate Claims Procedures Order and listed on Exhibit 7.24 of the Debtors' Plan, and it appearing that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Paragraph 8 of the Preservation Of Estate Claims Procedures Order is hereby modified so that the time under Federal Rule of Civil Procedure 4(m) by which the Debtors must serve a defendant in the Adversary Proceedings with a summons and complaint is further extended to May 31, 2008, without prejudice to the Debtors' right to seek further extensions. The Debtors shall serve a copy of this order upon each defendant in any Adversary Proceeding either when the Debtors serve a summons and complaint on such defendant or as soon thereafter as practicable. All other provisions of the Preservation Of Estate Claims Procedures Order shall remain in effect.
3. This order shall be deemed entered in each of the Adversary Proceedings.
4. The Debtors shall file a copy of this order in each of the Adversary Proceedings.
5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

² The Adversary Proceedings are listed by adversary proceeding number on Exhibit A attached hereto.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
March 28, 2008

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02072 | 07-02209 | 07-02251 |
| 07-02084 | 07-02213 | 07-02255 |
| 07-02090 | 07-02214 | 07-02259 |
| 07-02096 | 07-02219 | 07-02261 |
| 07-02101 | 07-02224 | 07-02265 |
| 07-02106 | 07-02227 | 07-02267 |
| 07-02115 | 07-02231 | 07-02270 |
| 07-02120 | 07-02077 | 07-02273 |
| 07-02124 | 07-02080 | 07-02276 |
| 07-02138 | 07-02083 | 07-02277 |
| 07-02142 | 07-02091 | 07-02280 |
| 07-02147 | 07-02095 | 07-02281 |
| 07-02150 | 07-02102 | 07-02282 |
| 07-02154 | 07-02105 | 07-02283 |
| 07-02157 | 07-02112 | 07-02284 |
| 07-02163 | 07-02117 | 07-02288 |
| 07-02170 | 07-02123 | 07-02291 |
| 07-02184 | 07-02125 | 07-02293 |
| 07-02190 | 07-02128 | 07-02074 |
| 07-02198 | 07-02130 | 07-02078 |
| 07-02202 | 07-02135 | 07-02082 |
| 07-02204 | 07-02137 | 07-02085 |
| 07-02208 | 07-02143 | 07-02089 |
| 07-02076 | 07-02148 | 07-02093 |
| 07-02081 | 07-02152 | 07-02108 |
| 07-02087 | 07-02159 | 07-02114 |
| 07-02097 | 07-02165 | 07-02119 |
| 07-02104 | 07-02169 | 07-02122 |
| 07-02112 | 07-02174 | 07-02126 |
| 07-02132 | 07-02175 | 07-02129 |
| 07-02140 | 07-02182 | 07-02131 |
| 07-02145 | 07-02189 | 07-02136 |
| 07-02153 | 07-02196 | 07-02141 |
| 07-02160 | 07-02200 | 07-02146 |
| 07-02166 | 07-02088 | 07-02151 |
| 07-02171 | 07-02094 | 07-02156 |
| 07-02180 | 07-02099 | 07-02158 |
| 07-02186 | 07-02103 | 07-02164 |
| 07-02191 | 07-02109 | 07-02167 |
| 07-02195 | 07-02110 | 07-02172 |
| 07-02201 | 07-02239 | 07-02176 |
| 07-02205 | 07-02244 | 07-02179 |
| 07-02207 | 07-02248 | 07-02183 |

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02187 | 07-02107 | 07-02334 |
| 07-02193 | 07-02111 | 07-02337 |
| 07-02233 | 07-02118 | 07-02340 |
| 07-02238 | 07-02107 | 07-02346 |
| 07-02243 | 07-02149 | 07-02350 |
| 07-02247 | 07-02162 | 07-02354 |
| 07-02249 | 07-02173 | 07-02359 |
| 07-02253 | 07-02178 | 07-02237 |
| 07-02257 | 07-02185 | 07-02240 |
| 07-02263 | 07-02192 | 07-02246 |
| 07-02075 | 07-02197 | 07-02258 |
| 07-02086 | 07-02203 | 07-02264 |
| 07-02100 | 07-02211 | 07-02271 |
| 07-02116 | 07-02214 | 07-02274 |
| 07-02121 | 07-02218 | 07-02279 |
| 07-02127 | 07-02223 | 07-02285 |
| 07-02133 | 07-02229 | 07-02289 |
| 07-02139 | 07-02232 | 07-02294 |
| 07-02144 | 07-02234 | 07-02298 |
| 07-02155 | 07-02236 | 07-02302 |
| 07-02161 | 07-02242 | 07-02312 |
| 07-02168 | 07-02215 | 07-02316 |
| 07-02177 | 07-02220 | 07-02324 |
| 07-02181 | 07-02222 | 07-02330 |
| 07-02188 | 07-02226 | 07-02336 |
| 07-02194 | 07-02230 | 07-02342 |
| 07-02199 | 07-02252 | 07-02347 |
| 07-02206 | 07-02256 | 07-02783 |
| 07-02210 | 07-02262 | 07-02355 |
| 07-02212 | 07-02266 | 07-02361 |
| 07-02217 | 07-02269 | 07-02367 |
| 07-02221 | 07-02272 | 07-02373 |
| 07-02225 | 07-02275 | 07-02379 |
| 07-02228 | 07-02278 | 07-02397 |
| 07-02235 | 07-02299 | 07-02405 |
| 07-02241 | 07-02303 | 07-02268 |
| 07-02245 | 07-02306 | 07-02296 |
| 07-02250 | 07-02309 | 07-02304 |
| 07-02254 | 07-02314 | 07-02308 |
| 07-02260 | 07-02318 | 07-02311 |
| 07-02079 | 07-02321 | 07-02315 |
| 07-02092 | 07-02326 | 07-02320 |
| 07-02098 | 07-02329 | 07-02323 |

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02328 | 07-02485 | 07-02706 |
| 07-02333 | 07-02488 | 07-02708 |
| 07-02784 | 07-02490 | 07-02710 |
| 07-02338 | 07-02493 | 07-02712 |
| 07-02341 | 07-02497 | 07-02714 |
| 07-02345 | 07-02499 | 07-02715 |
| 07-02349 | 07-02503 | 07-02717 |
| 07-02351 | 07-02506 | 07-02718 |
| 07-02356 | 07-02510 | 07-02719 |
| 07-02360 | 07-02513 | 07-02720 |
| 07-02363 | 07-02517 | 07-02721 |
| 07-02364 | 07-02521 | 07-02723 |
| 07-02369 | 07-02525 | 07-02726 |
| 07-02374 | 07-02528 | 07-02728 |
| 07-02377 | 07-02532 | 07-02730 |
| 07-02382 | 07-02535 | 07-02732 |
| 07-02384 | 07-02538 | 07-02734 |
| 07-02386 | 07-02544 | 07-02736 |
| 07-02388 | 07-02547 | 07-02738 |
| 07-02390 | 07-02549 | 07-02739 |
| 07-02392 | 07-02286 | 07-02741 |
| 07-02393 | 07-02290 | 07-02743 |
| 07-02396 | 07-02295 | 07-02745 |
| 07-02402 | 07-02297 | 07-02747 |
| 07-02407 | 07-02301 | 07-02749 |
| 07-02417 | 07-02305 | 07-02751 |
| 07-02421 | 07-02310 | 07-02753 |
| 07-02430 | 07-02317 | 07-02754 |
| 07-02442 | 07-02322 | 07-02756 |
| 07-02445 | 07-02327 | 07-02758 |
| 07-02449 | 07-02332 | 07-02760 |
| 07-02452 | 07-02335 | 07-02761 |
| 07-02454 | 07-02343 | 07-02762 |
| 07-02458 | 07-02348 | 07-02764 |
| 07-02461 | 07-02352 | 07-02766 |
| 07-02464 | 07-02357 | 07-02368 |
| 07-02467 | 07-02362 | 07-02371 |
| 07-02470 | 07-02366 | 07-02375 |
| 07-02473 | 07-02372 | 07-02378 |
| 07-02475 | 07-02696 | 07-02381 |
| 07-02478 | 07-02701 | 07-02383 |
| 07-02481 | 07-02703 | 07-02785 |
| 07-02483 | 07-02704 | 07-02387 |

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02389 | 07-02498 | 07-02537 |
| 07-02391 | 07-02500 | 07-02540 |
| 07-02394 | 07-02504 | 07-02543 |
| 07-02398 | 07-02511 | 07-02545 |
| 07-02400 | 07-02515 | 07-02548 |
| 07-02401 | 07-02507 | 07-02559 |
| 07-02403 | 07-02520 | 07-02560 |
| 07-02406 | 07-02524 | 07-02561 |
| 07-02408 | 07-02527 | 07-02562 |
| 07-02410 | 07-02530 | 07-02563 |
| 07-02413 | 07-02533 | 07-02564 |
| 07-02416 | 07-02536 | 07-02565 |
| 07-02420 | 07-02541 | 07-02566 |
| 07-02423 | 07-02414 | 07-02567 |
| 07-02425 | 07-02418 | 07-02568 |
| 07-02428 | 07-02424 | 07-02569 |
| 07-02429 | 07-02427 | 07-02570 |
| 07-02432 | 07-02433 | 07-02571 |
| 07-02434 | 07-02435 | 07-02572 |
| 07-02436 | 07-02439 | 07-02573 |
| 07-02438 | 07-02447 | 07-02574 |
| 07-02441 | 07-02451 | 07-02575 |
| 07-02443 | 07-02455 | 07-02576 |
| 07-02446 | 07-02459 | 07-02577 |
| 07-02448 | 07-02462 | 07-02578 |
| 07-02450 | 07-02465 | 07-02580 |
| 07-02453 | 07-02469 | 07-02582 |
| 07-02456 | 07-02471 | 07-02583 |
| 07-02457 | 07-02476 | 07-02584 |
| 07-02460 | 07-02479 | 07-02585 |
| 07-02463 | 07-02482 | 07-02587 |
| 07-02786 | 07-02487 | 07-02589 |
| 07-02466 | 07-02491 | 07-02591 |
| 07-02468 | 07-02496 | 07-02287 |
| 07-02472 | 07-02501 | 07-02292 |
| 07-02474 | 07-02508 | 07-02300 |
| 07-02477 | 07-02512 | 07-02307 |
| 07-02480 | 07-02516 | 07-02313 |
| 07-02484 | 07-02518 | 07-02319 |
| 07-02486 | 07-02522 | 07-02325 |
| 07-02489 | 07-02526 | 07-02331 |
| 07-02492 | 07-02529 | 07-02339 |
| 07-02495 | 07-02531 | 07-02344 |

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02353 | 07-02755 | 07-02640 |
| 07-02358 | 07-02757 | 07-02641 |
| 07-02365 | 07-02759 | 07-02642 |
| 07-02370 | 07-02763 | 07-02643 |
| 07-02376 | 07-02765 | 07-02644 |
| 07-02380 | 07-02767 | 07-02645 |
| 07-02385 | 07-02768 | 07-02646 |
| 07-02395 | 07-02769 | 07-02647 |
| 07-02419 | 07-02770 | 07-02648 |
| 07-02689 | 07-02771 | 07-02649 |
| 07-02690 | 07-02772 | 07-02650 |
| 07-02691 | 07-02773 | 07-02651 |
| 07-02692 | 07-02774 | 07-02652 |
| 07-02693 | 07-02775 | 07-02653 |
| 07-02694 | 07-02776 | 07-02654 |
| 07-02695 | 07-02777 | 07-02655 |
| 07-02697 | 07-02778 | 07-02656 |
| 07-02698 | 07-02779 | 07-02657 |
| 07-02699 | 07-02617 | 07-02658 |
| 07-02700 | 07-02618 | 07-02659 |
| 07-02702 | 07-02619 | 07-02660 |
| 07-02705 | 07-02620 | 07-02661 |
| 07-02707 | 07-02621 | 07-02662 |
| 07-02709 | 07-02622 | 07-02663 |
| 07-02711 | 07-02623 | 07-02664 |
| 07-02713 | 07-02624 | 07-02665 |
| 07-02716 | 07-02625 | 07-02666 |
| 07-02722 | 07-02626 | 07-02667 |
| 07-02724 | 07-02627 | 07-02668 |
| 07-02725 | 07-02628 | 07-02669 |
| 07-02727 | 07-02629 | 07-02670 |
| 07-02729 | 07-02787 | 07-02671 |
| 07-02731 | 07-02630 | 07-02672 |
| 07-02733 | 07-02631 | 07-02673 |
| 07-02735 | 07-02788 | 07-02674 |
| 07-02737 | 07-02632 | 07-02675 |
| 07-02740 | 07-02633 | 07-02676 |
| 07-02742 | 07-02634 | 07-02677 |
| 07-02744 | 07-02635 | 07-02678 |
| 07-02746 | 07-02336 | 07-02679 |
| 07-02748 | 07-02637 | 07-02680 |
| 07-02750 | 07-02638 | 07-02681 |
| 07-02752 | 07-02639 | 07-02682 |

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02683 | 07-02588 | 07-02810 |
| 07-02684 | 07-02590 | 07-02811 |
| 07-02685 | 07-02592 | 07-02812 |
| 07-02686 | 07-02593 | 07-02813 |
| 07-02687 | 07-02594 | 07-02814 |
| 07-02688 | 07-02595 | 07-02815 |
| 07-02399 | 07-02596 | 07-02816 |
| 07-02404 | 07-02597 | 07-02817 |
| 07-02409 | 07-02598 | 07-02818 |
| 07-02411 | 07-02599 | 07-02819 |
| 07-02412 | 07-02600 | 07-02862 |
| 07-02415 | 07-02601 | |
| 07-02422 | 07-02602 | |
| 07-02426 | 07-02603 | |
| 07-02431 | 07-02604 | |
| 07-02437 | 07-02605 | |
| 07-02789 | 07-02606 | |
| 07-02440 | 07-02607 | |
| 07-02790 | 07-02608 | |
| 07-02444 | 07-02609 | |
| 07-02494 | 07-02610 | |
| 07-02502 | 07-02611 | |
| 07-02505 | 07-02612 | |
| 07-02509 | 07-02613 | |
| 07-02514 | 07-02614 | |
| 07-02519 | 07-02615 | |
| 07-02523 | 07-02616 | |
| 07-02534 | 07-02794 | |
| 07-02539 | 07-02803 | |
| 07-02542 | 07-02805 | |
| 07-02546 | 07-02797 | |
| 07-02550 | 07-02795 | |
| 07-02551 | 07-02796 | |
| 07-02552 | 07-02798 | |
| 07-02553 | 07-02799 | |
| 07-02554 | 07-02800 | |
| 07-02555 | 07-02801 | |
| 07-02556 | 07-02802 | |
| 07-02557 | 07-02804 | |
| 07-02558 | 07-02806 | |
| 07-02579 | 07-02807 | |
| 07-02581 | 07-02808 | |
| 07-02586 | 07-02809 | |

EXHIBIT G

**Postconfirmation Extension of Avoidance Action
Service Deadline Motion**

Hearing Date And Time: April 30, 2008 at 10:00 a.m.
Objection Deadline: April 23, 2008 at 4:00 p.m.

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Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| | : | (Jointly Administered) |
| Debtors. | : | |
| ----- | x | |

MOTION PURSUANT TO FED. R. BANKR. P. 7004(a) AND
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("POSTCONFIRMATION EXTENSION OF AVOIDANCE ACTION SERVICE
DEADLINE MOTION")



Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (Docket No. 9105) (the "Motion"), and respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. This Court has ordered joint administration of these cases.

2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (together with the official committee of unsecured creditors, the "Statutory Committees").

3. On September 6, 2007, the Debtors filed the Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9263) and the Disclosure Statement With Respect To Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9264). Subsequently, on December 10, 2007, the Debtors filed the First Amended Joint Plan Of

Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386) (the "Plan") and the First Amended Disclosure Statement with respect to the Plan (Docket No. 11388) (the "Disclosure Statement"). The Court entered an order approving the adequacy of the Disclosure Statement and granting the related solicitation procedures motion on December 10, 2007 (Docket No. 11389). On January 25, 2008, the Court entered an order confirming the Plan, as modified (Docket No. 12359) (the "Confirmation Order"), which became a final order on February 4, 2008.

4. On April 4, 2008, the Debtors announced that although they had met the conditions required to substantially consummate the Plan, including obtaining \$6.1 billion of exit financing, Delphi's Plan Investors (as defined in the Plan) refused to participate in a closing that was commenced but not completed and refused to fund their Investment Agreement (as defined in the Plan) with Delphi. The Debtors are prepared to pursue actions with respect to the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to achieve their goal of emerging from chapter 11 as soon as practicable.

5. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

6. The statutory predicates for the relief requested herein are rules 7004 and 9004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and rule 4(m) of the Federal Rules of Civil Procedure.

B. Current Business Operations Of The Debtors

7. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2007 had global net sales of \$22.3 billion and global assets of approximately

\$13.7 billion.¹ At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and have continued their business operations without supervision from the Court.²

8. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer ("OEM").

9. Delphi was incorporated in Delaware in 1998 as a wholly owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's

¹ The aggregated financial data used herein generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 19, 2008.

² On March 20, 2007, Delphi Automotive Systems Espana S.L. ("DASE"), whose sole operation is a non-core automotive component plant in Cadiz, Spain, filed a "Concurso" application for a Spanish insolvency proceeding, which was approved by the Spanish court on April 13, 2007. On July 4, 2007, DASE, its Concurso receivers, and the Cadiz workers councils and unions reached a settlement on a social plan, the funding of which was approved by this Court on July 19, 2007. The Spanish court approved the social plan on July 31, 2007. The Concurso proceeding is consistent with Delphi's transformation plan to optimize its manufacturing footprint and to lower its overall cost structure.

single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.³ Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006 the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs, and in 2007, the Debtors incurred a net loss of \$3.1 billion.

11. The Debtors believe that the Company's financial performance deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions

³ Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete its transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

13. On March 31, 2006, the Company outlined the key tenets of a transformation plan that it believed would enable it to return to stable, profitable business operations. The Debtors stated that they needed to focus on five key areas: first, modifying the Company's labor agreements to create a competitive arena in which to conduct business; second, concluding their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company; third, streamlining their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus; fourth, transforming their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint; and fifth, devising a workable solution to their current pension situation.

E. Plan Confirmation And Postconfirmation Matters

14. The confirmed Plan is based upon a series of global settlements and compromises that involve nearly every major constituency in the Debtors' reorganization cases. The Global Settlement Agreement and the Master Restructuring Agreement provide for a comprehensive settlement with GM, and both agreements were approved by this Court in the Confirmation Order. After the Plan was confirmed, the Debtors focused their efforts on satisfying the conditions for the Plan to become effective. The Debtors satisfied those conditions and on April 4, 2008 began a formal closing process attended by representatives of GM, the exit lenders, and the Statutory Committees. The Plan Investors, however, refused to participate in the

closing or fund their obligations under the Investment Agreement. Instead, the Plan Investors delivered written notices purporting to terminate the Investment Agreement based on both alleged breaches by the Debtors and the failure of the Plan's effective date to occur by April 4, 2008. The Debtors are prepared to pursue actions against the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to evaluate their options to move forward with emerging from chapter 11 as soon as reasonably practicable.

15. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

F. The Establishment Of Procedures to Preserve Estate Claims

16. Before the confirmation of the Debtors' Plan, this Court on August 16, 2007 entered that certain Order Under 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2), And 546(a) And Fed. R. Bankr. P. 7004, 9006(c), And 9018 (i) Authorizing Debtors To Enter Into Stipulations Tolling Statute Of Limitations With Respect To Certain Claims, (ii) Authorizing Procedures To Identify Causes Of Action That Should Be Preserved, And (iii) Establishing Procedures For Certain Adversary Proceedings Including Those Commenced By Debtors Under 11 U.S.C. § 541, 544, 545, 547, 548, Or 553 ("Preservation Of Estate Claims Procedures Order") (Docket No. 9105). On March 28, 2008, this Court entered the Order Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For

Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (Docket No. 13277) (the "Deadline Extension Order").

17. The purpose of the Preservation Of Estate Claims Procedures Order was two-fold: on the one hand, it permitted the Debtors to preserve their right to pursue (or abandon) certain avoidance actions before the then-impending expiration of the two-year statute of limitations to file such actions; on the other hand, it established procedures to avoid having to force all potential defendants to retain counsel and defend against the adversary proceedings when, in fact, the Debtors anticipated that most of them would be resolved upon the Debtors' emergence from chapter 11 and thus never pursued. To that end, the Preservation Of Estate Claims Procedures Order and the Deadline Extension Order (i) allowed the Debtors to file adversary proceeding complaints under seal, (ii) directed the Clerk of Court to delay issuing summonses for complaints unless and until the Debtors notified the Clerk of Court of their intent to prosecute such actions, (iii) stayed each adversary action unless and until the Debtors make service of process on the respective defendants, and (iv) extended the deadline under Fed. R. Civ. P. 4(m) by which the Debtors would have to serve process to May 31, 2008, so that the complaints would not be subject to dismissal under Fed. R. Civ. P. 4(m). Such relief was intended to allow the Debtors to preserve potentially valuable assets without disrupting the Plan process or business relationships or prejudicing the rights of any defendants.

18. In accordance with the Preservation Of Estate Claims Procedures Order, the Debtors commenced 742 adversary proceedings (the "Adversary Proceedings") by filing complaints under seal. On January 25, 2008, the Court entered the Confirmation Order. Under

the Plan, the Debtors will not retain any of the causes of action asserted in the Adversary Proceedings except those listed on Exhibit 7.24 to the Plan.⁴

Relief Requested

19. By this Motion, the Debtors request entry of an order under Bankruptcy Rule 9006(b)(1) and Federal Rule Of Civil Procedure 4(m), made applicable by Bankruptcy Rule 7004(a), to further extend the deadline by which the Debtors would be required to serve a summons and complaint upon each defendant under the Preservation Of Estate Claims Procedures Order, as modified by the Deadline Extension Order. Specifically, the Debtors request that the existing May 31, 2008 service deadline set forth in the Deadline Extension Order be extended to 30 days after substantial consummation of the Plan or any modified plan. The Debtors accordingly request that the Court enter the proposed Postconfirmation Extension Of Avoidance Action Service Deadline Order, a copy of which is annexed hereto as Exhibit A.

Basis For Relief

20. As noted above, the Debtors are working with their stakeholders to develop a path for emerging from chapter 11 as soon as reasonably practicable. Under the Deadline Extension Order, however, the Debtors' current deadline to serve the summons and complaint on every defendant in the Adversary Proceedings is May 31, 2008. To meet the May 31, 2008 deadline for each of the defendants, the Debtors would first have to request that the Clerk of Court in the coming weeks issue summonses for each of the 742 Adversary Proceedings to allow enough time for the summonses to be issued and subsequently served with the complaints by the May 31, 2008 deadline.

⁴ Of the five categories of claims listed by the Debtors on Exhibit 7.24 to the Plan, only the claims relating to Laneko Engineering Co., Wachovia Bank, National Association, Laneko Engineering Co. Inc., and their affiliates and subsidiaries are subject to the Preservation Of Estate Claims Procedures Order. (See Exhibit 7.24 to the Plan (Docket No. 11608).) Notice of this Motion has been provided to those entities.

21. Contemplating that further extensions may be necessary to achieve the goals of the Preservation Of Estate Claims Procedures Order, that order and the Deadline Extension Order expressly provided that the Debtors' previous extension of the deadline for services of process was "without prejudice [to the Debtors' ability] to seek further extensions" if appropriate. (See Preservation Of Estate Claims Procedures Order ¶ 8; Deadline Extension Order ¶ 2.)

22. The Debtors now believe that the extension of the Fed. R. Civ. P. 4(m) deadline that is requested in this Motion is appropriate, and that there is good cause for such an extension. Such an extension would enable the Debtors to fulfill their fiduciary responsibility to preserve valuable estate assets in a manner that would not unnecessarily disrupt the emergence process or the Debtors' current business relationships with potential defendants that are necessary to the Debtors' ongoing operations. Moreover, the requested extension would reduce the administrative and economic burdens of the Adversary Proceedings on the Debtors, the Court, the Clerk of Court, and the potential defendants. Specifically, the Debtors believe that the resources that they, the Court, the Clerk of Court, and the defendants would need to expend on issuing and serving 742 summonses and complaints in the Adversary Proceedings at this time—and the potential need thereafter to prosecute and defend such adversary proceedings—would not be in the best interests of the Debtors' estates, the Debtors' stakeholders, and other parties-in-interest because most of the Adversary Proceedings will not be prosecuted if the Plan were to become effective and likely will not be prosecuted under any modified plan. The Debtors submit that these reasons comprise good cause for the requested extension.

Applicable Authority

23. The Bankruptcy Rules and Federal Rules of Civil Procedure grant this Court discretion to adopt and implement guidelines which will aid in the administration of

Adversary Proceedings, including discretion to grant the proposed extension of the service of process deadline. See Zapata v. City of New York, 502 F.3d 192, 195 (2d Cir. 2007) (Rule 4(m) authorizes court to grant extensions of service period); In re Sheehan, 253 F.3d 507, 511 (9th Cir. 2001) ("The time for service in an adversary proceeding may be extended under two different rules: Rule 4(m) of the Federal Rules of Civil Procedure, and Bankruptcy Rule 9006(b).").

24. Bankruptcy Rule 9006(b)(1) provides for the enlargement of time to perform acts required under the Bankruptcy Rules: "[W]hen an act is required or allowed to be done at or within a specified period by these rules or by a notice given thereunder or by order of court, the court for cause shown may at any time in its discretion . . . order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order" Fed. R. Bankr. P. 9006(b)(1).

25. Moreover, Fed. R. Civil P. 4(m), made applicable here by Bankruptcy Rule 7004(a), requires courts, upon a showing of good cause, to extend the period for service of process after the filing of a complaint. See Bank of Cape Verde v. Bronson, 167 F.R.D. 370, 371-72 (S.D.N.Y. 1996) (good cause existed when future events would likely have "obviated the need to serve the [] complaint" and when plaintiff requested extension before Fed. R. Civ. P. 4(m) deadline expired). Even absent good cause, this Court has discretion to extend the 120-day service period. See Zapata, 502 F.3d at 196; Mejia v. Castle Hotel Inc., 164 F.R.D. 343, 345 (S.D.N.Y. 1996).

26. The Debtors accordingly request that the Court enter the proposed order, annexed hereto as Exhibit A, which would extend until 30 days after substantial consummation of the Plan or any modified plan the Debtors' Fed. R. Civ. P. 4(m) deadline to serve each defendant in the Adversary Proceedings commenced in connection with the Preservation Of Estate Claims Procedures Order with a summons and a copy of the complaint, without prejudice

to the Debtors' right to seek further extensions of the deadline and without prejudice to the right of each of Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc. to seek a shortening of the deadline.

Notice Of Motion

27. Although notice is not required by Fed. R. Bankr. P. 9006(b)(1), see Law Debenture Trust Co. v. Calpine Corp. (In re Calpine Corp.), 356 B.R. 585, 595 (S.D.N.Y. 2007); Kernisant v. City of New York, 225 F.R.D. 422, 431 n.13 (E.D.N.Y. 2005); Brady v. Marks, 7 F. Supp. 2d 247, 255 (W.D.N.Y. 1998), notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Tenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered February 4, 2008 (Docket No. 12487). Notice has also been provided to Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc., against whom causes of action have been retained under the confirmed Plan. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

28. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order
(a) granting the relief requested herein and (b) granting the Debtors such other and further relief
as is just.

Dated: New York, New York
April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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- and -

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Four Times Square
New York, New York 10036

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| -----X | | |

ORDER PURSUANT TO FED. R. BANKR. P. 7004(a) AND
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("POSTCONFIRMATION EXTENSION OF AVOIDANCE ACTION SERVICE
DEADLINE ORDER")

Upon the motion, dated April 10, 2008 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under Federal Rules of Bankruptcy Procedure 7004(a) and 9006(b)(1) and Federal Rule of Civil Procedure 4(m) to extend the deadline to serve process for Adversary Proceedings¹ commenced in connection with the Preservation Of Estate Claims Procedures Order² (Docket No. 9105), which deadline was previously extended to May 31, 2008 pursuant to the Order Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With

¹ Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

² The Adversary Proceedings are listed by adversary proceeding number on Exhibit A attached hereto.

Preservation Of Estate Claims Procedures Order (Docket No. 13277) (the "First Deadline Extension Order"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given, and it appearing that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Paragraph 8 of the Preservation Of Estate Claims Procedures Order, as previously modified by First Deadline Extension Order, is hereby further modified so that the time under Federal Rule of Civil Procedure 4(m) by which the Debtors must serve a defendant in the Adversary Proceedings with a summons and complaint is further extended until 30 days after substantial consummation of the Plan or any modified plan, without prejudice to the Debtors' right to seek further extensions and without prejudice to the right of each of Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc. to seek a shortening of the deadline. The Debtors shall serve a copy of this order upon each defendant in any Adversary Proceeding either when the Debtors serve a summons and complaint on such defendant or as soon thereafter as practicable. All other provisions of the Preservation Of Estate Claims Procedures Order shall remain in effect.

3. This order shall be deemed entered in each of the Adversary Proceedings.

4. The Debtors shall file a copy of this order in each of the Adversary Proceedings.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
April __, 2008

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02072 | 07-02191 | 07-02200 |
| 07-02084 | 07-02195 | 07-02088 |
| 07-02090 | 07-02201 | 07-02094 |
| 07-02096 | 07-02205 | 07-02099 |
| 07-02101 | 07-02207 | 07-02103 |
| 07-02106 | 07-02209 | 07-02109 |
| 07-02115 | 07-02213 | 07-02110 |
| 07-02120 | 07-02214 | 07-02239 |
| 07-02124 | 07-02219 | 07-02244 |
| 07-02138 | 07-02224 | 07-02248 |
| 07-02142 | 07-02227 | 07-02251 |
| 07-02147 | 07-02231 | 07-02255 |
| 07-02150 | 07-02077 | 07-02259 |
| 07-02154 | 07-02080 | 07-02261 |
| 07-02157 | 07-02083 | 07-02265 |
| 07-02163 | 07-02091 | 07-02267 |
| 07-02170 | 07-02095 | 07-02270 |
| 07-02184 | 07-02102 | 07-02273 |
| 07-02190 | 07-02105 | 07-02276 |
| 07-02198 | 07-02112 | 07-02277 |
| 07-02202 | 07-02117 | 07-02280 |
| 07-02204 | 07-02123 | 07-02281 |
| 07-02208 | 07-02125 | 07-02282 |
| 07-02076 | 07-02128 | 07-02283 |
| 07-02081 | 07-02130 | 07-02284 |
| 07-02087 | 07-02135 | 07-02288 |
| 07-02097 | 07-02137 | 07-02291 |
| 07-02104 | 07-02143 | 07-02293 |
| 07-02112 | 07-02148 | 07-02074 |
| 07-02132 | 07-02152 | 07-02078 |
| 07-02140 | 07-02159 | 07-02082 |
| 07-02145 | 07-02165 | 07-02085 |
| 07-02153 | 07-02169 | 07-02089 |
| 07-02160 | 07-02174 | 07-02093 |
| 07-02166 | 07-02175 | 07-02108 |
| 07-02171 | 07-02182 | 07-02114 |
| 07-02180 | 07-02189 | 07-02119 |
| 07-02186 | 07-02196 | 07-02122 |

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|----------|----------|----------|
| 07-02126 | 07-02199 | 07-02226 |
| 07-02129 | 07-02206 | 07-02230 |
| 07-02131 | 07-02210 | 07-02252 |
| 07-02136 | 07-02212 | 07-02256 |
| 07-02141 | 07-02217 | 07-02262 |
| 07-02146 | 07-02221 | 07-02266 |
| 07-02151 | 07-02225 | 07-02269 |
| 07-02156 | 07-02228 | 07-02272 |
| 07-02158 | 07-02235 | 07-02275 |
| 07-02164 | 07-02241 | 07-02278 |
| 07-02167 | 07-02245 | 07-02299 |
| 07-02172 | 07-02250 | 07-02303 |
| 07-02176 | 07-02254 | 07-02306 |
| 07-02179 | 07-02260 | 07-02309 |
| 07-02183 | 07-02079 | 07-02314 |
| 07-02187 | 07-02092 | 07-02318 |
| 07-02193 | 07-02098 | 07-02321 |
| 07-02233 | 07-02107 | 07-02326 |
| 07-02238 | 07-02111 | 07-02329 |
| 07-02243 | 07-02118 | 07-02334 |
| 07-02247 | 07-02107 | 07-02337 |
| 07-02249 | 07-02149 | 07-02340 |
| 07-02253 | 07-02162 | 07-02346 |
| 07-02257 | 07-02173 | 07-02350 |
| 07-02263 | 07-02178 | 07-02354 |
| 07-02075 | 07-02185 | 07-02359 |
| 07-02086 | 07-02192 | 07-02237 |
| 07-02100 | 07-02197 | 07-02240 |
| 07-02116 | 07-02203 | 07-02246 |
| 07-02121 | 07-02211 | 07-02258 |
| 07-02127 | 07-02214 | 07-02264 |
| 07-02133 | 07-02218 | 07-02271 |
| 07-02139 | 07-02223 | 07-02274 |
| 07-02144 | 07-02229 | 07-02279 |
| 07-02155 | 07-02232 | 07-02285 |
| 07-02161 | 07-02234 | 07-02289 |
| 07-02168 | 07-02236 | 07-02294 |
| 07-02177 | 07-02242 | 07-02298 |
| 07-02181 | 07-02215 | 07-02302 |
| 07-02188 | 07-02220 | 07-02312 |
| 07-02194 | 07-02222 | 07-02316 |

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| 07-02324 | 07-02392 | 07-02547 |
| 07-02330 | 07-02393 | 07-02549 |
| 07-02336 | 07-02396 | 07-02286 |
| 07-02342 | 07-02402 | 07-02290 |
| 07-02347 | 07-02407 | 07-02295 |
| 07-02783 | 07-02417 | 07-02297 |
| 07-02355 | 07-02421 | 07-02301 |
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| 07-02379 | 07-02449 | 07-02322 |
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| 07-02268 | 07-02458 | 07-02335 |
| 07-02296 | 07-02461 | 07-02343 |
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| 07-02311 | 07-02470 | 07-02357 |
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| 07-02333 | 07-02483 | 07-02701 |
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| 07-02338 | 07-02488 | 07-02704 |
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| 07-02345 | 07-02493 | 07-02708 |
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| 07-02351 | 07-02499 | 07-02712 |
| 07-02356 | 07-02503 | 07-02714 |
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| 07-02363 | 07-02510 | 07-02717 |
| 07-02364 | 07-02513 | 07-02718 |
| 07-02369 | 07-02517 | 07-02719 |
| 07-02374 | 07-02521 | 07-02720 |
| 07-02377 | 07-02525 | 07-02721 |
| 07-02382 | 07-02528 | 07-02723 |
| 07-02384 | 07-02532 | 07-02726 |
| 07-02386 | 07-02535 | 07-02728 |
| 07-02388 | 07-02538 | 07-02730 |
| 07-02390 | 07-02544 | 07-02732 |

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| 07-02734 | 07-02425 | 07-02541 |
| 07-02736 | 07-02428 | 07-02414 |
| 07-02738 | 07-02429 | 07-02418 |
| 07-02739 | 07-02432 | 07-02424 |
| 07-02741 | 07-02434 | 07-02427 |
| 07-02743 | 07-02436 | 07-02433 |
| 07-02745 | 07-02438 | 07-02435 |
| 07-02747 | 07-02441 | 07-02439 |
| 07-02749 | 07-02443 | 07-02447 |
| 07-02751 | 07-02446 | 07-02451 |
| 07-02753 | 07-02448 | 07-02455 |
| 07-02754 | 07-02450 | 07-02459 |
| 07-02756 | 07-02453 | 07-02462 |
| 07-02758 | 07-02456 | 07-02465 |
| 07-02760 | 07-02457 | 07-02469 |
| 07-02761 | 07-02460 | 07-02471 |
| 07-02762 | 07-02463 | 07-02476 |
| 07-02764 | 07-02786 | 07-02479 |
| 07-02766 | 07-02466 | 07-02482 |
| 07-02368 | 07-02468 | 07-02487 |
| 07-02371 | 07-02472 | 07-02491 |
| 07-02375 | 07-02474 | 07-02496 |
| 07-02378 | 07-02477 | 07-02501 |
| 07-02381 | 07-02480 | 07-02508 |
| 07-02383 | 07-02484 | 07-02512 |
| 07-02785 | 07-02486 | 07-02516 |
| 07-02387 | 07-02489 | 07-02518 |
| 07-02389 | 07-02492 | 07-02522 |
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| 07-02394 | 07-02498 | 07-02529 |
| 07-02398 | 07-02500 | 07-02531 |
| 07-02400 | 07-02504 | 07-02537 |
| 07-02401 | 07-02511 | 07-02540 |
| 07-02403 | 07-02515 | 07-02543 |
| 07-02406 | 07-02507 | 07-02545 |
| 07-02408 | 07-02520 | 07-02548 |
| 07-02410 | 07-02524 | 07-02559 |
| 07-02413 | 07-02527 | 07-02560 |
| 07-02416 | 07-02530 | 07-02561 |
| 07-02420 | 07-02533 | 07-02562 |
| 07-02423 | 07-02536 | 07-02563 |

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| 07-02564 | 07-02419 | 07-02768 |
| 07-02565 | 07-02689 | 07-02769 |
| 07-02566 | 07-02690 | 07-02770 |
| 07-02567 | 07-02691 | 07-02771 |
| 07-02568 | 07-02692 | 07-02772 |
| 07-02569 | 07-02693 | 07-02773 |
| 07-02570 | 07-02694 | 07-02774 |
| 07-02571 | 07-02695 | 07-02775 |
| 07-02572 | 07-02697 | 07-02776 |
| 07-02573 | 07-02698 | 07-02777 |
| 07-02574 | 07-02699 | 07-02778 |
| 07-02575 | 07-02700 | 07-02779 |
| 07-02576 | 07-02702 | 07-02617 |
| 07-02577 | 07-02705 | 07-02618 |
| 07-02578 | 07-02707 | 07-02619 |
| 07-02580 | 07-02709 | 07-02620 |
| 07-02582 | 07-02711 | 07-02621 |
| 07-02583 | 07-02713 | 07-02622 |
| 07-02584 | 07-02716 | 07-02623 |
| 07-02585 | 07-02722 | 07-02624 |
| 07-02587 | 07-02724 | 07-02625 |
| 07-02589 | 07-02725 | 07-02626 |
| 07-02591 | 07-02727 | 07-02627 |
| 07-02287 | 07-02729 | 07-02628 |
| 07-02292 | 07-02731 | 07-02629 |
| 07-02300 | 07-02733 | 07-02787 |
| 07-02307 | 07-02735 | 07-02630 |
| 07-02313 | 07-02737 | 07-02631 |
| 07-02319 | 07-02740 | 07-02788 |
| 07-02325 | 07-02742 | 07-02632 |
| 07-02331 | 07-02744 | 07-02633 |
| 07-02339 | 07-02746 | 07-02634 |
| 07-02344 | 07-02748 | 07-02635 |
| 07-02353 | 07-02750 | 07-02336 |
| 07-02358 | 07-02752 | 07-02637 |
| 07-02365 | 07-02755 | 07-02638 |
| 07-02370 | 07-02757 | 07-02639 |
| 07-02376 | 07-02759 | 07-02640 |
| 07-02380 | 07-02763 | 07-02641 |
| 07-02385 | 07-02765 | 07-02642 |
| 07-02395 | 07-02767 | 07-02643 |

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| 07-02644 | 07-02685 | 07-02588 |
| 07-02645 | 07-02686 | 07-02590 |
| 07-02646 | 07-02687 | 07-02592 |
| 07-02647 | 07-02688 | 07-02593 |
| 07-02648 | 07-02399 | 07-02594 |
| 07-02649 | 07-02404 | 07-02595 |
| 07-02650 | 07-02409 | 07-02596 |
| 07-02651 | 07-02411 | 07-02597 |
| 07-02652 | 07-02412 | 07-02598 |
| 07-02653 | 07-02415 | 07-02599 |
| 07-02654 | 07-02422 | 07-02600 |
| 07-02655 | 07-02426 | 07-02601 |
| 07-02656 | 07-02431 | 07-02602 |
| 07-02657 | 07-02437 | 07-02603 |
| 07-02658 | 07-02789 | 07-02604 |
| 07-02659 | 07-02440 | 07-02605 |
| 07-02660 | 07-02790 | 07-02606 |
| 07-02661 | 07-02444 | 07-02607 |
| 07-02662 | 07-02494 | 07-02608 |
| 07-02663 | 07-02502 | 07-02609 |
| 07-02664 | 07-02505 | 07-02610 |
| 07-02665 | 07-02509 | 07-02611 |
| 07-02666 | 07-02514 | 07-02612 |
| 07-02667 | 07-02519 | 07-02613 |
| 07-02668 | 07-02523 | 07-02614 |
| 07-02669 | 07-02534 | 07-02615 |
| 07-02670 | 07-02539 | 07-02616 |
| 07-02671 | 07-02542 | 07-02794 |
| 07-02672 | 07-02546 | 07-02803 |
| 07-02673 | 07-02550 | 07-02805 |
| 07-02674 | 07-02551 | 07-02797 |
| 07-02675 | 07-02552 | 07-02795 |
| 07-02676 | 07-02553 | 07-02796 |
| 07-02677 | 07-02554 | 07-02798 |
| 07-02678 | 07-02555 | 07-02799 |
| 07-02679 | 07-02556 | 07-02800 |
| 07-02680 | 07-02557 | 07-02801 |
| 07-02681 | 07-02558 | 07-02802 |
| 07-02682 | 07-02579 | 07-02804 |
| 07-02683 | 07-02581 | 07-02806 |
| 07-02684 | 07-02586 | 07-02807 |

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Hearing Date And Time: April 30, 2008 at 10:00 a.m.
Objection Deadline: April 23, 2008 at 4:00 p.m.

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John K. Lyons (JL 4951)
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Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-------------------------------------|---|-------------------------|
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| | : | |
| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | x | |

NOTICE OF MOTION PURSUANT TO FED. R. BANKR. P. 7004(a) AND
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

PLEASE TAKE NOTICE that on April 10, 2008, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on April 30, 2008 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (the "Supplemental Case Management Order") (Docket No. 2883), and the Tenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered February 4, 2008 (Docket No. 12487) (the "Tenth Supplemental Case Management Order"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-

interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (prevailing Eastern time) on April 23, 2008** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Supplemental Case Management Order and the Tenth Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Supplemental Case Management Order and the Tenth Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York
April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 9331)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT H

April 30, 2008 Hearing Transcript

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In Re: 05-44481 (RDD)

DELPHI CORPORATION, et al., One Bowling Green
New York, New York
Debtors. April 30, 2008
-----X

TRANSCRIPT OF MOTIONS
BEFORE THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

APPEARANCES:

For the Debtors: JOHN WM. BUTLER, JR., ESQ.
KAYALYN A. MARAFIOTI, ESQ.
THOMAS J. MATZ, ESQ.
Skadden, Arps, Slate, Meagher
& Flom, LLP

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New York, New York 10036

For Creditors Com.: ROBERT J. ROSENBERG, ESQ.
MICHAEL RIELA, ESQ.

Latham & Watkins
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New York, New York 10022

For Equity Com.: BONNIE STEINGART, ESQ.
Fried, Frank, Harris, Shriver
& Jacobson, LLP

One New York Plaza
New York, New York 10004

For ADAH: THOMAS E. LAURIA, ESQ.
White & Case, LLP
200 South Biscayne Boulevard
Miami, Florida 33131

(Appearances continued on next page)

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www.regencyreporting.net 1-866-268-7866

1 revised blacklined order and I'll grant the motion. It appears to
2 me the debtors have been acting in good faith. They obviously
3 still have remaining issues in respect of the plan and/or a
4 modification thereof and, consequently, this extension which,
5 again, is consensual on this basis is warranted. So I'll enter
6 that order.

7 MR. BUTLER: Thank you, Your Honor.

8 Your Honor, you also touched briefly on the 4(m) motion.
9 That's actually the next one, Item 5. This is the post-
10 confirmation extension of avoidance action service deadlines motion
11 at docket No. 13361 and, Your Honor, this deals with the debtor's
12 seeking an entry of an order extending the deadline to serve
13 process pursuant to Bankruptcy Rule 7004(a) and Federal Rules of
14 Civil Procedure 4(m) that's made applicable by Bankruptcy Rule
15 7004(a) for avoidance actions filed in connection with the
16 preservation of estate claims procedures order earlier entered by
17 this Court at docket No. 12471.

18 We did give some specific notice in connection with
19 this, Your Honor. We gave notice of the motion to Lenico
20 Engineering Company, Wachovia Bank National Association and the
21 master service list and the 2002 list. The reason that we gave
22 specific notice to Lenico and Wachovia was because those were the
23 only two parties that had been identified under Exhibit 7.24 of the
24 plan as having the avoidance actions preserved under the plan and,
25 therefore, we gave particularized notice to them of the relief

1 sought by the debtors. We have not given notice to the 742 other
2 defendants therein which are under seal and it was not served on
3 those defendants except to the extent those defendants already had
4 placed themselves on either the master service list or the 2002
5 list.

6 There were no objections to the motion. At the moment,
7 Your Honor, prior to Your Honor's order, we believe that it's
8 appropriate to get a further extension. Right now, the extension
9 is through May 31, 2008, that's Your Honor's -- a prior order
10 entered on March 28th at docket No. 13277 and, again, the process
11 that we're looking for here is essentially the same formulation we
12 did in the 365(d)(4) motion and I presume with a similar
13 modification from Your Honor, the idea here is to not have to deal
14 with these complaints so long as we have the plan process that
15 we're moving forward with.

16 THE COURT: Okay. Well, first, I continue to believe
17 that there is good cause for the relief sought here. Except for
18 the notice you did give I don't think any further notice is
19 necessary under the plain terms of 9006 and the cause is obviously
20 that the analysis so far that's represented in the motion is the
21 same as it was when the motion was originally granted which is that
22 these causes of action are being preserved in light of the
23 limitations period, however, it's not presently contemplated that
24 they will be pursued, although obviously the preservation of them
25 means that they may be pursued but given that there's no reason for

1 either the debtors or the potential defendants to start to have to
2 incur any costs in connection with the litigation so cause is shown
3 under Rule 4(m) and 9006.

4 The issue that I addressed earlier on the lease
5 extension motion is slightly different here, I think, because it's
6 conceivable, I guess, that a plan that I would permit someone else
7 to submit might have a different position on avoidance actions and
8 at which point they should be pursued. So the way I phrased it
9 here and you're all free to chime in on this if it doesn't sound
10 right to you is that the deadline or the extension would be until
11 thirty days after the later of substantial consummation of the plan
12 or any modified Chapter 11 plan and December 31, 2008. That seems
13 to me -- that was the date you had in for another matter, it will
14 come up later and it seems far enough off so that that would be
15 sufficient.

16 MR. BUTLER: Thank you, Your Honor.

17 THE COURT: Okay. So I'll grant it on that basis.

18 MR. BUTLER: Your Honor, the next item on the agenda,
19 Item No. 6, is the debtor's second DIP extension motion filed at
20 docket No. 13409.

21 Your Honor, in this motion the debtors have sought
22 authority to supplement the January 5, 2007 DIP order entered at
23 docket No. 6461, the November 16, 2007 DIP extension order at
24 docket No. 10854 and to authorize the debtors to extend the
25 maturity date of the DIP facility to enter into related documents

EXHIBIT I

**Postconfirmation Extension of Avoidance Action
Service Deadline Order**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

ORDER PURSUANT TO FED. R. BANKR. P. 7004(a) AND
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("POSTCONFIRMATION EXTENSION OF AVOIDANCE ACTION SERVICE
DEADLINE ORDER")

Upon the motion, dated April 10, 2008 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under Federal Rules of Bankruptcy Procedure 7004(a) and 9006(b)(1) and Federal Rule of Civil Procedure 4(m) to extend the deadline to serve process for Adversary Proceedings¹ commenced in connection with the Preservation Of Estate Claims Procedures Order² (Docket No. 9105), which deadline was previously extended to May 31, 2008 pursuant to the Order Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With

¹ Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

² The Adversary Proceedings are listed by adversary proceeding number on Exhibit A attached hereto.



Preservation Of Estate Claims Procedures Order (Docket No. 13277) (the "First Deadline Extension Order"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion as granted herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given, and it appearing that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as provided herein.
2. Paragraph 8 of the Preservation Of Estate Claims Procedures Order, as previously modified by First Deadline Extension Order, is hereby further modified so that the time under Federal Rule of Civil Procedure 4(m) by which the Debtors must serve a defendant in the Adversary Proceedings with a summons and complaint is further extended until 30 days after the later of substantial consummation of the Plan or any modified chapter 11 plan for the Debtors and December 31, 2008; without prejudice, however, to the Debtors' right to seek further extensions and without prejudice to the right of each of Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc. to seek a shortening of the deadline. The Debtors shall serve a copy of this order upon each defendant in any Adversary Proceeding either when the Debtors serve a summons and complaint on such defendant or as soon thereafter as practicable. All other provisions of the Preservation Of Estate Claims Procedures Order shall remain in effect.

3. This order shall be deemed entered in each of the Adversary Proceedings.
4. The Debtors shall file a copy of this order in each of the Adversary Proceedings.
5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.
6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
April 30, 2008

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

DELPHI ADVERSARY PROCEEDING NUMBERS

| | | |
|----------|----------|----------|
| 07-02072 | 07-02191 | 07-02200 |
| 07-02084 | 07-02195 | 07-02088 |
| 07-02090 | 07-02201 | 07-02094 |
| 07-02096 | 07-02205 | 07-02099 |
| 07-02101 | 07-02207 | 07-02103 |
| 07-02106 | 07-02209 | 07-02109 |
| 07-02115 | 07-02213 | 07-02110 |
| 07-02120 | 07-02214 | 07-02239 |
| 07-02124 | 07-02219 | 07-02244 |
| 07-02138 | 07-02224 | 07-02248 |
| 07-02142 | 07-02227 | 07-02251 |
| 07-02147 | 07-02231 | 07-02255 |
| 07-02150 | 07-02077 | 07-02259 |
| 07-02154 | 07-02080 | 07-02261 |
| 07-02157 | 07-02083 | 07-02265 |
| 07-02163 | 07-02091 | 07-02267 |
| 07-02170 | 07-02095 | 07-02270 |
| 07-02184 | 07-02102 | 07-02273 |
| 07-02190 | 07-02105 | 07-02276 |
| 07-02198 | 07-02112 | 07-02277 |
| 07-02202 | 07-02117 | 07-02280 |
| 07-02204 | 07-02123 | 07-02281 |
| 07-02208 | 07-02125 | 07-02282 |
| 07-02076 | 07-02128 | 07-02283 |
| 07-02081 | 07-02130 | 07-02284 |
| 07-02087 | 07-02135 | 07-02288 |
| 07-02097 | 07-02137 | 07-02291 |
| 07-02104 | 07-02143 | 07-02293 |
| 07-02112 | 07-02148 | 07-02074 |
| 07-02132 | 07-02152 | 07-02078 |
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| 07-02667 | 07-02519 | 07-02613 |
| 07-02668 | 07-02523 | 07-02614 |
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07-02819
07-02862

EXHIBIT J

October 22, 2009 Hearing Transcript

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

Case No. 05-44481

- - - - -x

In the Matter of:

DELPHI CORPORATION, ET AL.,

Debtors.

- - - - -x

U.S. Bankruptcy Court

One Bowling Green

New York, New York

October 22, 2009

10:02 AM

B E F O R E:

HON. ROBERT D. DRAIN

U.S. BANKRUPTCY JUDGE

Supplemental Motion to Extend Deadline to Serve Process for
Avoidance Action Filed in Connection with Preservation of
Estate Claims Procedures Order

Proposed Forty-Eighth Omnibus Hearing Agenda

Transcribed by: Dena Page

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A P P E A R A N C E S :

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

Attorneys for Debtors

Four Times Square

New York, NY 10036

BY: KAYALYN A. MARAFIOTI, ESQ.

1 P R O C E E D I N G S

2 THE COURT: Please be seated. Okay. In re: Delphi
3 Corporation.

4 MS. MARAFIOTI: Good morning, Your Honor. Kayalyn
5 Marafioti on behalf of DPH Holdings, Corp., which is the
6 reorganized company and successor to Delphi Corporation and all
7 but two of its affiliated debtors.

8 There are only a couple of items on the calendar
9 today, and the second of them is now moot. The motion of
10 Robert Backy (ph.) to enforce payment of his claim was
11 withdrawn yesterday. I think the appropriate pleadings were
12 filed. And so that matter is, effectively, settled.

13 And that leaves us with the debtors' motion under
14 Bankruptcy Rule -- well, Federal Rule 4(m) and its companion
15 bankruptcy rule to further extend the time to file service of
16 process in connection with a number of adversary proceedings
17 that were filed under seal a couple of years ago.

18 Your Honor, since we last made a motion seeking an
19 extension of time, quite a considerable amount of progress has
20 been made. In March, when we initially sought time that would
21 relate to thirty days past the consummation date, there were
22 some 752 complaints that might be brought. And you may recall
23 that under the modified plan, the debtors were required to
24 submit an exhibit naming, by adversary proceeding number, the
25 complaints that could be brought post-consummation. And that

1 number is now down to 177. So the pool of potential claims has
2 been reduced to less than one quarter of its original size.

3 But the reason we're here seeking a further extension
4 is that in the intense period that led up to the closing, it
5 simply wasn't possible for the debtors to winnow that number
6 down any further. And at the moment, under the master
7 disposition agreement, these claims inure solely to the benefit
8 of DPH Holdings, Corp. They did not move to the buyers. So
9 they're staying with the reorganized company.

10 And there is only one employee at DPH Holdings Corp.
11 He has a lot of things to do right now in trying to effectuate
12 all the transactions that were contemplated by the plan, and
13 certainly this issue is now very much at the center of his
14 attention, but he does need a bit more time.

15 Also, we understand that a different law firm will be
16 taking over those claims, if and to the extent that they are
17 brought, and so they need a bit of time to get up to speed as
18 well.

19 We think that those reasons form the basis for the
20 Court's extension of time, here. There has been no objection
21 filed. We did serve the motion in the usual fashion, and no
22 objections were lodged. So we would simply ask that the order
23 be entered as submitted.

24 THE COURT: Okay, and thirty days hasn't run since the
25 consummation of the plan, right?

1 MS. MARAFIOTI: That's correct. I think that would be
2 November 5 --

3 THE COURT: Okay.

4 MS. MARAFIOTI: -- would be the thirtieth day.

5 THE COURT: All right, so you're within the deadline.

6 MS. MARAFIOTI: Right.

7 THE COURT: I'll enter the order --

8 MS. MARAFIOTI: Okay, very good. Thank you, Your
9 Honor.

10 THE COURT: -- for the reasons stated in the motion.
11 As with the last ones, this is without prejudice to the rights
12 of these potential defendants to argue other defenses, other
13 than the running of the limitations period. And I think that
14 goes without saying. So this is just an extension of the time
15 to actually serve.

16 MS. MARAFIOTI: That's right, Your Honor.

17 THE COURT: So do you have a disc for me?

18 MS. MARAFIOTI: I believe we do. If I may approach
19 the bench, Your Honor.

20 THE COURT: Sure. Obviously, the debtors' decision to
21 proceed this way is borne out by the fact that the vast
22 majority of these cases have already been, effectively, booted
23 out. And as the motion states, the potential plaintiff, here,
24 certainly should have a little more time to analyze whether it
25 makes sense to bring the remaining lawsuits or only some of

1 them before DPH and the defendants incur additional costs.

2 Okay, thank you.

3 MS. MARAFIOTI: Thank you, Your Honor.

4 THE COURT: Okay.

5 (Proceedings concluded at 10:07 a.m.)

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I N D E X

RULINGS

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| Supplemental Motion to | 6 | 10 |
| Extend Deadline to Serve | | |
| Process for Avoidance | | |
| Action Granted | | |

C E R T I F I C A T I O N

I, Dena Page, certify that the foregoing transcript is a true
and accurate record of the proceedings.

Dena Page

Digitally signed by Dena Page
DN: cn=Dena Page, o, ou,
email=digital1@veritext.com, c=US
Date: 2009.10.23 13:54:44 -04'00'

Dena Page

Veritext LLC

200 Old Country Road

Suite 580

Mineola, NY 11501

Date: October 23, 2009

VERITEXT REPORTING COMPANY

212-267-6868

516-608-2400

EXHIBIT K

Supplemental Postconfirmation Extension Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

ORDER PURSUANT TO FED. R. BANKR. P. 7004(a) AND
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("POSTCONFIRMATION EXTENSION OF AVOIDANCE ACTION SERVICE
DEADLINE ORDER")

Upon the supplemental motion, dated October 2, 2009 (the "Motion"), of
Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and
debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an
order under Federal Rules of Bankruptcy Procedure 7004(a) and 9006(b)(1) and Federal
Rule of Civil Procedure 4(m) to extend the deadline to serve process for Adversary
Proceedings¹ commenced in connection with the Preservation Of Estate Claims Procedures
Order² (Docket No. 9105), which deadline was previously extended to May 31, 2008
pursuant to the Order Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R.
Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In

¹ Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

² The Adversary Proceedings are listed by adversary proceeding number on Exhibit A attached hereto.



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Connection With Preservation Of Estate Claims Procedures Order (Docket No. 13277) (the "First Deadline Extension Order") and further extended to 30 days after substantial consummation of the Confirmed Plan or any modified plan pursuant to the Motion Pursuant to Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (Docket No. 13361) (the "Postconfirmation Extension Motion"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion as granted herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given, and it appearing that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as provided herein.
2. Paragraph 8 of the Preservation Of Estate Claims Procedures Order, as previously modified by the First Deadline Extension Order and the Postconfirmation Extension Motion, is hereby further modified so that the time under Federal Rule of Civil Procedure 4(m) by which the Debtors must serve a defendant in the Adversary Proceedings with a summons and complaint is further extended until 180 days after substantial consummation of the Modified Plan, without prejudice, however, to the Debtors' right to seek further extensions and without prejudice to the right of each of Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc. to seek a

shortening of the deadline. The Debtors shall serve a copy of this order upon each defendant in any Adversary Proceeding either when the Debtors serve a summons and complaint on such defendant or as soon thereafter as practicable. All other provisions of the Preservation Of Estate Claims Procedures Order shall remain in effect.

3. This order shall be deemed entered in each of the Adversary Proceedings.

4. The Debtors shall file a copy of this order in each of the Adversary Proceedings.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: New York, New York
October 22, 2009

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

| Adversary Proceeding Number | Adversary Proceeding Number | Adversary Proceeding Number |
|--|--|--|
| 07-02074 | 07-02302 | 07-02592 |
| 07-02076 | 07-02305 | 07-02597 |
| 07-02077 | 07-02309 | 07-02600 |
| 07-02084 | 07-02310 | 07-02602 |
| 07-02090 | 07-02312 | 07-02605 |
| 07-02096 | 07-02313 | 07-02606 |
| 07-02098 | 07-02322 | 07-02607 |
| 07-02124 | 07-02328 | 07-02617 |
| 07-02125 | 07-02333 | 07-02618 |
| 07-02130 | 07-02337 | 07-02619 |
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| 07-02147 | 07-02358 | 07-02650 |
| 07-02151 | 07-02372 | 07-02652 |
| 07-02161 | 07-02374 | 07-02654 |
| 07-02177 | 07-02378 | 07-02657 |
| 07-02182 | 07-02414 | 07-02659 |
| 07-02185 | 07-02416 | 07-02661 |
| 07-02186 | 07-02432 | 07-02668 |
| 07-02188 | 07-02433 | 07-02672 |
| 07-02198 | 07-02435 | 07-02679 |
| 07-02201 | 07-02436 | 07-02688 |
| 07-02203 | 07-02442 | 07-02689 |
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| 07-02211 | 07-02449 | 07-02694 |
| 07-02212 | 07-02457 | 07-02697 |
| 07-02214 | 07-02459 | 07-02702 |
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| 07-02234 | 07-02477 | 07-02720 |

| Adversary Proceeding Number | Adversary Proceeding Number | Adversary Proceeding Number |
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| 07-02298 | 07-02580 | 07-02800 |
| 07-02301 | 07-02581 | 07-02804 |

EXHIBIT 4

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On October 2, 2009, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight mail, (ii) upon the parties listed on Exhibit B hereto via electronic notification, and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Supplemental Motion Pursuant to Fed. R. Bankr. P. 7004(a) and 9006(b)(1) and Fed. R. Civ. P. 4(m) to Extend Deadline to Serve Process for Avoidance Actions Filed in Connection with Preservation of Estate Claims Procedures Order ("Supplemental Postconfirmation Extension of Avoidance Action Service Deadline Motion") (Docket No. 18952)
- 2) Notice of (I) Adjournment of Hearing on Certain Objections to Nonassumption of Certain Contracts and Leases, Assumption and Assignment of Executory Contracts and Unexpired Leases, and Cure Amounts and (II) Hearing with Respect to Objection of Kokomo Gas and Fuel Company to Debtors' Notice of Assumption and Assignment (Docket No. 18953)

On October 2, 2009, I caused to be served the document listed below upon the parties listed on Exhibit D hereto via overnight mail:

- 3) Supplemental Motion Pursuant to Fed. R. Bankr. P. 7004(a) and 9006(b)(1) and Fed. R. Civ. P. 4(m) to Extend Deadline to Serve Process for Avoidance Actions Filed in Connection with Preservation of Estate Claims Procedures Order ("Supplemental Postconfirmation Extension of Avoidance Action Service Deadline Motion") (Docket No. 18952)



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On October 2, 2009, I caused to be served the document listed below (i) upon the parties listed on Exhibit E hereto via overnight mail, and (ii) upon the parties listed on Exhibit F hereto via electronic notification:

- 4) Notice of (I) Adjournment of Hearing on Certain Objections to Nonassumption of Certain Contracts and Leases, Assumption and Assignment of Executory Contracts and Unexpired Leases, and Cure Amounts and (II) Hearing with Respect to Objection of Kokomo Gas and Fuel Company to Debtors' Notice of Assumption and Assignment (Docket No. 18953)

Dated: October 7, 2009

/s/ Darlene Calderon
Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 7th day of October, 2009, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Gary Christensen

Commission Expires: 11/12/09

EXHIBIT A

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | PARTY / FUNCTION |
|--|--|--|---------------------|--------------|-------|------------|------------------------------|------------------------------|--|
| Barnes & Thornburg LLP | Peter A. Clark | One North Wacker Drive | Suite 4400 | Chicago | IL | 60606-2833 | 312-214-5668 | 312-759-5646 | Counsel to Rectical Interiors; Motorola; Temic Automotive |
| Brown Rudnick Berack Israels LLP | Robert J. Stark | Seven Times Square | | New York | NY | 10036 | 212-209-4800 | 212-209-4801 | Indenture Trustee |
| Cohen, Weiss & Simon | Bruce Simon | 330 W. 42nd Street | | New York | NY | 10036 | 212-356-0231 | 212-695-5436 | |
| Curtis, Mallet-Prevost, Colt & Mosle LLP | Steven J. Reisman | 101 Park Avenue | | New York | NY | 10178-0061 | 212-696-0000 | 212-697-1559 | Counsel to Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A. de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd |
| Davis, Polk & Wardwell LLP | Donald Bernstein Brian Resnick | 450 Lexington Avenue | | New York | NY | 10017 | 212-450-4092 212-450-4213 | 212-450-3092 212-450-3213 | Counsel to Debtor's Postpetition Administrative Agent; Counsel to JPMorgan Chase Bank, N.A. |
| Delphi Corporation | Sean Corcoran, Karen Craft | 5725 Delphi Drive | | Troy | MI | 48098 | 248-813-2000 | 248-813-2491 | Debtors |
| Flextronics International | Carrie L. Schiff | 305 Interlocken Parkway | | Broomfield | CO | 80021 | 303-927-4853 | 303-652-4716 | Counsel to Flextronics International Inc. |
| Flextronics International USA, Inc. | Paul W. Anderson | 2090 Fortune Drive 6501 William Cannon Drive West | MD; OE16 | San Jose | CA | 95131 | 408-428-1308 | | Counsel to Flextronics International USA, Inc. |
| Freescale Semiconductor, Inc. | Richard Lee Chambers, III Brad Eric Sheler Bonnie Steingart Jennifer L. Rodburg Richard J. Slivinski | One New York Plaza | | Austin | TX | 78735 | 512-895-6357 | 512-895-3090 | Creditor Committee Member |
| FTI Consulting, Inc. | Randall S. Eisenberg | 3 Times Square | 11th Floor | New York | NY | 10036 | 212-859-8000 | 212-859-4000 | Counsel to Equity Security Holders Committee |
| General Electric Company | Valerie Venable | 9930 Kinsey Avenue | | Huntersville | NC | 28078 | 704-992-5075 | 866-585-2366 | Financial Advisors to Debtors Creditor Committee Member |
| Groom Law Group | Lonie A. Hassel | 1701 Pennsylvania Avenue, NW | | Washington | DC | 20006 | 202-857-0620 | 202-659-4503 | Counsel to Employee Benefits |
| Hodgson Russ LLP | Garry M. Graber | 60 East 42nd St | 37th Floor | New York | NY | 10165-0150 | 212-661-3535 | 212-972-1677 | Counsel to Hexcel Corporation |
| Honigman Miller Schwartz and Cohn LLP | Frank L. Gorman, Esq. | 2290 First National Building | 660 Woodward Avenue | Detroit | MI | 48226-3583 | 313-465-7000 | 313-465-8000 | Counsel to General Motors Corporation |
| Honigman Miller Schwartz and Cohn LLP | Robert B. Weiss, Esq. | 2290 First National Building | 660 Woodward Avenue | Detroit | MI | 48226 | 313-465-7000 | 313-465-8000 | Counsel to General Motors Corporation |
| Internal Revenue Service | Attn: Insolvency Department, Attn: Insolvency Department, | 477 Michigan Ave | Mail Stop 15 | Detroit | MI | | 313-628-3648 | 313-628-3602 | Michigan IRS |
| Internal Revenue Service | Maria Valerio | 290 Broadway | 5th Floor | New York | NY | 10007 | 212-436-1038 | 212-436-1931 | IRS |
| IUE-CWA | Conference Board Chairman | 2360 W. Dorothy Lane | Suite 201 | Dayton | OH | 45439 | 937-294-7813 | 937-294-9164 | Creditor Committee Member |
| Jefferies & Company, Inc. | William Q. Derrough | 520 Madison Avenue | 12th Floor | New York | NY | 10022 | 212-284-2521 | 212-284-2470 | UCC Professional |
| JPMorgan Chase Bank, N.A. | Richard Duker | 270 Park Avenue | | New York | NY | 10017 | 212-270-5484 | 212-270-4016 | Prepetition Administrative Agent |
| JPMorgan Chase Bank, N.A. | Susan Atkins, Gianni Russello | 277 Park Ave 8th Fl | | New York | NY | 10172 | 212-270-0426 | 212-270-0430 | Postpetition Administrative Agent |

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | PARTY / FUNCTION |
|--|---|--|--------------------------|------------------------------|----------|----------------|------------------------------|------------------------------|---|
| Kramer Levin Naftalis & Frankel LLP | Gordon Z. Novod | 1177 Avenue of the Americas | | New York | NY | 10036 | 212-715-9100 | 212-715-8000 | Counsel Data Systems Corporation; EDS Information Services, LLC |
| Kramer Levin Naftalis & Frankel LLP | Thomas Moers Mayer | 1177 Avenue of the Americas | | New York | NY | 10036 | 212-715-9100 | 212-715-8000 | Counsel Data Systems Corporation; EDS Information Services, LLC |
| Kurtzman Carson Consultants | Sheryl Belance | 2335 Alaska Ave | | El Segundo | CA | 90245 | 310-823-9000 | 310-823-9133 | Noticing and Claims Agent |
| Latham & Watkins LLP | Robert J. Rosenberg | 885 Third Avenue | | New York | NY | 10022 | 212-906-1370 | 212-751-4864 | Counsel to Official Committee of Unsecured Creditors |
| Law Debenture Trust of New York | Daniel R. Fisher | 400 Madison Ave | Fourth Floor | New York | NY | 10017 | 212-750-6474 | 212-750-1351 | Indenture Trustee |
| Law Debenture Trust of New York | Patrick J. Healy | 400 Madison Ave | Fourth Floor | New York | NY | 10017 | 212-750-6474 | 212-750-1351 | Indenture Trustee |
| McDermott Will & Emery LLP | David D. Cleary | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | Counsel to Rectical North America, Inc. |
| McDermott Will & Emery LLP | Jason J. DeJonker | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | Counsel to Rectical North America, Inc. |
| McDermott Will & Emery LLP | Mohsin N. Khambati | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | Counsel to Rectical North America, Inc. |
| McTigue Law Firm | Cornish F. Hitchcock | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | 202-364-9960 | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| McTigue Law Firm | J. Brian McTigue | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | 202-364-9960 | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Mesrow Financial | Leon Szlezinger | 666 Third Ave | 21st Floor | New York | NY | 10017 | 212-808-8366 | 212-682-5015 | UCC Professional Counsel to Cerberus Capital Management LP and Dolce Investments LLC |
| Milbank Tweed Hadley & McCloy LLP | Gregory A. Bray Esq Thomas R. Kreller Esq James E. Till Esq | 801 South Figueroa Street | 30th Floor | Los Angeles | CA | 90017 | 213-492-4000 | 213-629-5063 | State of New York; New York State Department of Environmental Conservation |
| New York State Office of Attorney General | Eugene J. Leff | Assistant Attorney General & Deputy Bureau Chief | 120 Broadway, 26th Floor | New York | NY | 10271 | 212-416-8465 | 212-416-6007 | Securities and Exchange Commission |
| Northeast Regional Office | Mark Schonfeld, Regional Director | 3 World Financial Center | Room 4300 | New York | NY | 10281 | 212-336-1100 | 212-336-1323 | New York Attorney General's Office |
| Office of New York State O'Melveny & Myers LLP | Attorney General Eliot Spitzer Robert Siegel | 120 Broadway 400 South Hope Street | | New York City Los Angeles | NY CA | 10271 90071 | 212-416-8000 213-430-6000 | 212-416-6075 213-430-6407 | Special Labor Counsel |
| O'Melveny & Myers LLP | Tom A. Jernan, Rachel Janger | 1625 Eye Street, NW | | Washington | DC | 20006 | 202-383-5300 | 202-383-5414 | Special Labor Counsel |
| Paul, Weiss, Rifkind, Wharton & Garrison LLP | Stephen J. Shimshak Philip A. Weintraub | 1285 Avenue of the Americas | | New York | NY | 10019-6064 | 212-373-3000 | 212-757-3990 | Counsel to Ryder Integrated Logistics, Inc. |
| Pension Benefit Guaranty Corporation | Israel Goldowitz | 1200 K Street, N.W. | Suite 340 | Washington | DC | 20005-4026 | 202-326-4020 | 202-326-4112 | Chief Counsel to the Pension Benefit Guaranty Corporation |
| Pension Benefit Guaranty Corporation | Karen L. Morris, John Menke, Ralph L. Landy, Beth A. Bangert | 1200 K Street, N.W. | Suite 340 | Washington | DC | 20005 | 202-326-4020 | 202-326-4112 | Counsel to Pension Benefit Guaranty Corporation |
| Phillips Nizer LLP | Sandra A. Riemer | 666 Fifth Avenue | | New York | NY | 10103 | 212-841-0589 | 212-282-5152 | Counsel to Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems |
| Rothchild Inc. | David L. Resnick | 1251 Avenue of the Americas | | New York | NY | 10020 | 212-403-3500 | 212-403-5454 | Financial Advisor |

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | PARTY/FUNCTION |
|--|--|----------------------------------|--------------------------|------------|-------|------------|--------------|--------------|---|
| Seyfarth Shaw LLP | Robert W. Dremluk | 620 Eighth Ave | | New York | NY | 10018-1405 | 212-218-5500 | 212-218-5526 | Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc. |
| Shearman & Sterling LLP | Douglas Barner, Jill Fizzle | 599 Lexington Avenue | | New York | NY | 10022 | 212-848-4000 | 212-848-7179 | Local Counsel to the Debtors |
| Simpson Thatcher & Bartlett LLP | Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr. | 425 Lexington Avenue | | New York | NY | 10017 | 212-455-2000 | 212-455-2502 | Counsel to Debtor's Petition Administrative Agent, JPMorgan Chase Bank, N.A. |
| Skadden, Arps, Slate, Meagher & Flom LLP | John Wm. Butler, John K. Lyons, Ron E. Meisler | 155 N Wacker Drive | Suite 2700 | Chicago | IL | 60606-1720 | 312-407-0700 | 312-407-0411 | Counsel to the Debtor |
| Skadden, Arps, Slate, Meagher & Flom LLP | Kayalyn A. Marafioti, Thomas J. Matz | 4 Times Square | P.O. Box 300 | New York | NY | 10036 | 212-735-3000 | 212-735-2000 | Counsel to the Debtor |
| Spencer Fane Britt & Browne LLP | Daniel D. Doyle | 1 North Brentwood Boulevard | Tenth Floor | St. Louis | MO | 63105 | 314-863-7733 | 314-862-4656 | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Spencer Fane Britt & Browne LLP | Nicholas Franke | 1 North Brentwood Boulevard | Tenth Floor | St. Louis | MO | 63105 | 314-863-7733 | 314-862-4656 | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Stahl Cowen Crowley Addis LLC | Jon D. Cohen, Trent P. Cornell | 55 West Monroe Street | Suite 1200 | Chicago | IL | 60603 | 312-641-0060 | 312-641-6959 | Counsel to the Delphi Retiree Committee |
| Stevens & Lee, P.C. | Chester B. Salomon, | 485 Madison Avenue | 20th Floor | New York | NY | 10022 | 212-594-5000 | 212-594-5000 | Counsel to Warnco, Inc. |
| Togut, Segal & Segal LLP | Constantine D. Pourakis | One Penn Plaza | Suite 3335 | New York | NY | 10119 | 212-594-5000 | 212-967-4258 | Conflicts Counsel to the Debtors |
| Tyco Electronics Corporation | Albert Togut | | | | | | | | |
| | MaryAnn Brereton, Assistant General Counsel | 60 Columbia Road | | Morristown | NJ | 07960 | 973-656-8365 | 973-656-8805 | Creditor Committee Member |
| United States Trustee | Brian Masumoto | 33 Whitehall Street | 21st Floor | New York | NY | 10004-2112 | 212-510-0500 | 212-668-2255 | Counsel to United States Trustee |
| Warner Stevens, L.L.P. | Michael D. Warner | 1700 City Center Tower II Street | 301 Commerce | Fort Worth | TX | 76102 | 817-810-5250 | 817-810-5255 | Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors |
| Weil, Gotshal & Manges LLP | Harvey R. Miller | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8500 | 212-310-8077 | Counsel to General Motors Corporation |
| Weil, Gotshal & Manges LLP | Jeffrey L. Tanenbaum, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8000 | 212-310-8007 | Counsel to General Motors Corporation |
| Weil, Gotshal & Manges LLP | Martin J. Bienenstock, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8000 | 212-310-8007 | Counsel to General Motors Corporation |
| Weil, Gotshal & Manges LLP | Michael P. Kessler, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8000 | 212-310-8007 | Counsel to General Motors Corporation |
| Wilmington Trust Company | Steven M. Cimalore | Rodney Square North | 1100 North Market Street | Wilmington | DE | 19890 | 302-636-6058 | 302-636-4143 | Creditor Committee Member/Indenture Trustee |

EXHIBIT B

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | EMAIL | PARTY / FUNCTION |
|--|---|--------------------------------|------------|--------------|-------|------------|------------------------------|---|--|
| Barnes & Thornburg LLP | Peter A. Clark | One North Wacker Drive | Suite 4400 | Chicago | IL | 60608-2833 | 312-214-5668 | pclark@btflaw.com | Counsel to Rectical Interiors; Motorola; Temic Automotive |
| Brown Rudnick Berlack Israels LLP | Robert J. Stark | Seven Times Square | | New York | NY | 10036 | 212-209-4800 | rstark@brownrudnick.com | Indenture Trustee |
| Cohen, Weiss & Simon | Bruce Simon | 330 W. 42nd Street | | New York | NY | 10036 | 212-356-0231 | bsimon@cwsmv.com | |
| Curtis, Mallet-Prevost, Colt & Mosie LLP | Steven J. Reisman | 101 Park Avenue | | New York | NY | 10178-0061 | 2126966000 | sreisman@cm-p.com | Counsel to Flextronics International, Inc.; Flextronics International USA, Inc.; Multitek Flexible Circuits, Inc.; Sheldahl de Mexico S.A. de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd |
| Davis, Polk & Wardwell LLP | Donald Bernstein Brian Resnick | 450 Lexington Avenue | | New York | NY | 10017 | 212-450-4092 212-450-4213 | donald.bernstein@dpw.com brian.resnick@dpw.com | Counsel to Debtor's Postpetition Administrative Agent; Counsel to JPMorgan Chase Bank, N.A. |
| Delphi Corporation | Sean Corcoran, Karen Craft | 5725 Delphi Drive | | Troy | MI | 48098 | 248-813-2000 | sean.p.corcoran@delphi.com | Debtors |
| Flextronics International | Carrie L. Schiff | 305 Interlocken Parkway | | Broomfield | CO | 80021 | 303-927-4853 | cschiff@flextronics.com | Counsel to Flextronics International |
| Flextronics International USA, Inc. | Paul W. Anderson | 2090 Fortuna Drive | | San Jose | CA | 95131 | 408-428-1308 | paul.anderson@flextronics.com | Counsel to Flextronics International USA, Inc. |
| Freescale Semiconductor, Inc. | Richard Lee Chambers, III | 6501 William Cannon Drive West | | Austin | TX | 78735 | 512-895-6357 | rev.chambers@freescale.com | Creditor Committee Member |
| Fried, Frank, Harris, Shriver & Jacobson | Brad Eric Sheler Bonnie Steingart Jennifer L Rodburg Richard J Slivinski | One New York Plaza | | New York | NY | 10004 | 212-859-8000 | rodbrug@ffhsll.com | Counsel to Equity Security Holders Committee |
| FTI Consulting, Inc. | Randall S. Eisenberg | 3 Times Square | | New York | NY | 10036 | 212-247-1010 | randall@fticonsult.com | Financial Advisors to Debtors |
| General Electric Company | Valerie Venable | 9930 Kinsey Avenue | | Huntersville | NC | 28078 | 704-992-5075 | valerie.venable@ge.com | Creditor Committee Member |
| Groom Law Group | Lonie A. Hassel | 1701 Pennsylvania Avenue, NW | | Washington | DC | 20006 | 202-857-0620 | lhassel@groom.com | Counsel to Employee Benefits |
| Hodgson Russ LLP | Garry M. Graber | 60 East 42nd St | | New York | NY | 10165-0150 | 212-661-3535 | ggrabr@hodgsonruss.com | Counsel to Hexcel Corporation |
| Honigman Miller Schwartz and Cohn LLP | Frank L. Gorman, Esq. | 2290 First National Building | | Detroit | MI | 48226-3583 | 313-465-7000 | fgorman@honigman.com | Counsel to General Motors Corporation |
| Honigman Miller Schwartz and Cohn LLP | Robert B. Weiss, Esq. | 2290 First National Building | | Detroit | MI | 48226-3583 | 313-465-7000 | rweiss@honigman.com | Counsel to General Motors Corporation |
| Jefferies & Company, Inc. | William Q. Derrough | 520 Madison Avenue | | New York | NY | 10022 | 212-284-2521 | wderrough@jefferies.com | UCC Professional |
| JPMorgan Chase Bank, N.A. | Richard Duker | 270 Park Avenue | | New York | NY | 10017 | 212-270-5484 | richard.duker@jpmorgan.com | Prepetition Administrative Agent |
| JPMorgan Chase Bank, N.A. | Susan Atkins, Gianni Russello | 277 Park Ave 8th Fl | | New York | NY | 10172 | 212-270-0426 | susan.atkins@jpmorgan.com | Postpetition Administrative Agent |
| Kramer Levin Naffis & Frankel LLP | Gordon Z. Novod | 1177 Avenue of the Americas | | New York | NY | 10036 | 212-715-9100 | gnovod@kramerlevin.com | Counsel Data Systems Corporation; EDS Information Services, LLC |
| Kramer Levin Naffis & Frankel LLP | Thomas Moers Mayer | 1177 Avenue of the Americas | | New York | NY | 10036 | 212-715-9100 | tmayer@kramerlevin.com | Counsel Data Systems Corporation; EDS Information Services, LLC |
| Kurtzman Carson Consultants | Sheryl Betance | 2335 Alaska Ave | | El Segundo | CA | 90245 | 310-923-9000 | sbetance@kcccllc.com | Noticing and Claims Agent |
| Latham & Watkins LLP | Robert J. Rosenberg | 885 Third Avenue | | New York | NY | 10022 | 212-906-1370 | robert.rosenberg@lw.com | Counsel to Official Committee of Unsecured Creditors |

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | EMAIL | PARTY / FUNCTION |
|--|---|--|--------------------------|------------------------------|----------|----------------|------------------------------|---|--|
| Law Debenture Trust of New York | Daniel R. Fisher | 400 Madison Ave | Fourth Floor | New York | NY | 10017 | 212-750-6474 | daniel.fisher@lawdeb.com | Indenture Trustee |
| Law Debenture Trust of New York | Patrick J. Healy | 400 Madison Ave | Fourth Floor | New York | NY | 10017 | 212-750-6474 | patrick.healy@lawdeb.com | Indenture Trustee |
| McDermott Will & Emery LLP | Jason J. DeJonker | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | jdejonker@mwe.com | Counsel to Rectical North America, Inc. Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| McTigue Law Firm | Cornish F. Hitchcock | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | conh@mcitiguelaw.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| McTigue Law Firm | J. Brian McTigue | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | bmctigue@mcitiguelaw.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Mesirow Financial | Leon Szlezinger | 666 Third Ave | 21st Floor | New York | NY | 10017 | 212-808-8366 | lszlezinger@mesirrowfinancial.com | UCC Professional |
| Milbank Tweed Hadley & McCloy LLP | Gregory A. Bray Esq Thomas R. Kreller Esq James E. Till Esq | 601 South Figueroa Street | 30th Floor | Los Angeles | CA | 90017 | 213-892-4000 | gbray@milbank.com tkreller@milbank.com jtill@milbank.com | Counsel to Cerberus Capital Management LP and Dolce Investments LLC |
| New York State Office of Attorney General | Eugene J. Leff | Assistant Attorney General & Deputy Bureau Chief | 120 Broadway, 26th Floor | New York | NY | 10271 | 212-416-8465 | eugene.leff@oag.state.ny.us | State of New York; New York State Department of Environmental Conservation |
| Northeast Regional Office | Mark Schonfeld, Regional Director | 3 World Financial Center | Room 4300 | New York | NY | 10281 | 212-336-1100 | newyork@sec.gov | Securities and Exchange Commission |
| Office of New York State O'Melveny & Myers LLP | Attorney General Elliot Spitzer Robert Siegel | 120 Broadway 400 South Hope Street | | New York City Los Angeles | NY CA | 10271 90071 | 212-416-8000 213-430-6000 | william.dornbos@oag.state.ny.us rsiegel@omm.com | New York Attorney General's Office Special Labor Counsel |
| O'Melveny & Myers LLP | Tom A. Jerman, Rachel Janger | 1625 Eye Street, NW | | Washington | DC | 20006 | 202-383-5300 | terman@omm.com | Special Labor Counsel |
| Paul, Weiss, Rifkind, Wharton & Garrison LLP | Stephen J. Shimshak Philip A. Weintraub | 1285 Avenue of the Americas | | New York | NY | 10019-6064 | 212-373-3000 | sshimshak@paulweiss.com pweintraub@paulweiss.com | Counsel to Ryder Integrated Logistics, Inc. |
| Pension Benefit Guaranty Corporation | Karen L. Morris, John Menke, Ralph L. Landy, Beth A. Bangert | | | | | | | landy.ralph@pbgc.gov morris.karen@pbgc.gov menke.john@pbgc.gov bangert.beth@pbgc.gov ellie@pbgc.gov | Counsel to Pension Benefit Guaranty Corporation |
| Phillips Nizer LLP | Sandra A. Riemer | 1200 K Street, N.W. | Suite 340 | Washington | DC | 20005 | 202-328-4020 | sriemer@phillipsnizer.com | Counsel to Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems |
| Rothchild Inc. | David L. Resnick | 666 Fifth Avenue 1251 Avenue of the Americas | | New York | NY | 10103 | 212-841-0589 | david.resnick@us.rothschild.com | Financial Advisor |
| Seyfarth Shaw LLP | Robert W. Dremluk | 620 Eighth Ave | | New York | NY | 10020 | 212-403-3500 | rdremluk@sevfath.com | Counsel to Murata Electronics North America, Inc., Fujikura America, Inc. |
| Shearman & Sterling LLP | Douglas Bartner, Jill Frizzley | 599 Lexington Avenue | | New York | NY | 10022 | 212-8484000 | dbartner@shearman.com jfrizzley@shearman.com | Local Counsel to the Debtors Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A. |
| Simpson Thatcher & Bartlett LLP | Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr. | 425 Lexington Avenue | | New York | NY | 10017 | 212-455-2000 | trust@stblaw.com wrussell@stblaw.com | Administrative Agent, JPMorgan Chase Bank, N.A. |
| Skadden, Arps, Slate, Meagher & Flom LLP | John Wm. Butler, John K. Lyons, Ron E. Meisler | 155 N Wacker Drive | Suite 2700 | Chicago | IL | 60606-1720 | 312-407-0700 | jbutler@skadden.com jlyons@skadden.com rmeisler@skadden.com | Counsel to the Debtor |

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | EMAIL | PARTY / FUNCTION |
|--|---|-----------------------------|--------------------------|------------|-------|-------|--------------|--|---|
| Skadden, Arps, Slate, Meagher & Flom LLP | Kayalyn A. Marafioti, Thomas J. Matz | 4 Times Square | P.O. Box 300 | New York | NY | 10036 | 212-735-3000 | knarafo@skadden.com tmatz@skadden.com | Counsel to the Debtor |
| Spencer Fane Britt & Browne LLP | Daniel D. Doyle | 1 North Brentwood Boulevard | Tenth Floor | St. Louis | MO | 63105 | 314-863-7733 | ddoyle@spencerfane.com | Proposed Counsel to The Official Committee of Retirees |
| Spencer Fane Britt & Browne LLP | Nicholas Franke | 1 North Brentwood Boulevard | Tenth Floor | St. Louis | MO | 63105 | 314-863-7733 | nfranke@spencerfane.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Stahl Cowen Crowley Addis LLC | Jon D. Cohen, Trent P. Cornell | 55 West Monroe Street | Suite 1200 | Chicago | IL | 60603 | 312-641-0060 | jcohen@stahlcowen.com tcornell@stahlcowen.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Stevens & Lee, P.C. | Chester B. Salomon, Constantine D. Pourakis | 485 Madison Avenue | 20th Floor | New York | NY | 10022 | 212-594-5000 | cs@stevenslee.com | Counsel to the Delphi Retiree Committee |
| Togut, Segal & Segal LLP | Albert Togut | One Penn Plaza | Suite 3335 | New York | NY | 10119 | 212-594-5000 | atogut@teamtogut.com | Counsel to Wamco, Inc. |
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Delphi Corporation
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| Shipman & Goodwin LLP | Jennifer L. Adamy Lloyd B. Sarakin - Chief Counsel, Finance and Credit | One Constitution Plaza | | Hartford | CT | 06103-1919 | | 860-251-5811 | 860-251-5218 | Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co., |
| Sony Electronics Inc. | | 1 Sony Drive | MD #1 E-4 | Park Ridge | NJ | 07656 | | 201-930-7483 | | Counsel to Sony Electronics, Inc. |
| Squire, Sanders & Dempsey L.L.P. | Eric Marcks | One Maritime Plaza | Suite 300 | San Francisco | CA | 94111-3492 | | | 415-393-9887 | Counsel to Furukawa Electric Co., Ltd. And Furukawa Electric North America, APD Inc. |
| Stein, Rudser, Cohen & Magid LLP | Robert F. Kidd | 825 Washington Street | Suite 200 | Oakland | CA | 94607 | | 510-287-2365 | 510-987-8333 | Counsel to Excel Global Logistics, Inc. |

In re: Delphi Corporation, et al.
Case No. 05-44481 (RDD)

Page 2 of 3

10/5/2009 1:03 PM
US Mail (42)

Delphi Corporation
2002 List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | COUNTRY | PHONE | FAX | PARTY / FUNCTION |
|---|----------------------------|--|------------------------|---------------|-------|------------|---------|--------------|--------------|--|
| Steinberg Shapiro & Clark | Mark H. Shapiro | 24901 Northwestern Highway | Suite 611 | Southfield | MI | 48075 | | 248-352-4700 | 248-352-4488 | Counsel to Bing Metals Group, Inc.; Central Transport International, Inc.; Crown Enterprises, Inc.; Economy Transport, Inc.; Logistics Insight Corp (LINC); Universal Am-Can, Ltd.; Universal Truckload Services, Inc. |
| Sterns & Weinroth, P.C. | Jeffrey S. Posta | 50 West State Street, Suite 1400 | PO Box 1298 | Trenton | NJ | 08607-1298 | | 609-392-2100 | 609-392-7956 | Counsel to Doosan Infracore America Corp. |
| Thelen Reid Brown Raysman & Steiner LLP | Marcus O. Colabianchi | 101 Second St Ste 1800 | | San Francisco | CA | 94105-3606 | | 415-369-7301 | 415-369-8764 | Counsel to Oki Semiconductor Company |
| Togut, Segal & Segal LLP | Albert Togut, Esq. | One Penn Plaza | Suite 3335 | New York | NY | 10119 | | 212-594-5000 | 212-967-4258 | Conflicts counsel to Debtors |
| Tyler, Cooper & Alcorn, LLP | W. Joe Wilson | 185 Asylum Street | CityPlace I 35th Floor | Hartford | CT | 06103-3488 | | 860-725-6200 | 860-278-3802 | Counsel to Barnes Group, Inc. |
| Waller Lansden Dortch & Davis, PLLC | Robert J. Weihoelter, Esq. | 511 Union Street | Suite 2700 | Nashville | TN | 37219 | | 615-244-6380 | 615-244-6804 | Counsel to Nissan North America, Inc. |
| Warner Stevens, L.L.P. | Michael D. Warner | 301 Commerce Street | Suite 1700 | Fort Worth | TX | 76102 | | 817-810-5250 | 817-810-5255 | Counsel to Electronic Data Systems Corp. and EDS Information Services, L.L.C. |
| Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP | Lei Lei Wang Ekvall | 650 Town Center Drive | Suite 950 | Costa Mesa | CA | 92626 | | 714-966-1000 | 714-966-1002 | Counsel to Toshiba America Electronic Components, Inc. |
| Weinstein, Eisen & Weiss LLP | Aram Ordubegian | 1925 Century Park East 1166 Avenue of the Americas | #1150 | Los Angeles | CA | 90067 | | 310-203-9393 | 310-203-8110 | Counsel to Orbotech, Inc. |
| WL Ross & Co., LLC | Stephen Toy | | | New York | NY | 10036-2708 | | 212-826-1100 | 212-317-4893 | Counsel to WL Ross & Co., LLC |

EXHIBIT D

Delphi Corporation
Special Parties

| Company | Contact | Address1 | Address2 | City | State | Zip |
|----------------------------|-------------------------------|-----------------------|------------|-----------------|-------|------------|
| Burr Forman LLP | Attn D Christopher Carson Esq | 420 North 20th Street | Suite 3400 | Birmingham | AL | 35203 |
| Laneko Engineering Company | | 275 New Jersey Drive | | Fort Washington | PA | 19034 |
| Wachovia Bank NA | Attn General Counsel | 1 Wachovia Center | | Charlotte | NC | 28288-0013 |

EXHIBIT E

Delphi Corporation
Special Parties

| Company | Contact | Address1 | Address2 | City | State | Zip | Party/Function |
|--|--|---|---------------|----------------------|----------|---------------------|--|
| Arent Fox LLP | James M Sullivan Jeffery C Wisler | 1675 Broadway | | New York | NY | 10019 | The Timken Company |
| Connolly Bove Lodge & Hutz LLP | Kelly M Conlan Scott A Golden | Nemours Bldg 1007 N Orange St | P.O. Box 2207 | Wilmington | DE | 19801 | Connecticut General Life Insurance |
| Hogan & Hartson Procopio Cory Hargreaves Savitch LLP | Dena Copulsky Kaufman | 875 Third Avenue | | New York | NY | 10022 | XM Satellite Radio Inc |
| Reed Smith LLP | Philip J Giacinti Jr Alexander Terras | 530 B Street Suite 2100 10 South Wacker Drive 40th Floor | | San Diego Chicago | CA IL | 92101 60606-7507 | Sunrise Medical HHG, Inc. General Electric Capital Corporation |
| Reed Smith LLP | Debra Turetsky | 599 Lexington Avenue 22nd Fl | | New York | NY | 10022 | General Electric Capital Corporation |
| Schiff Hardin LLP | Jason M Torf | 233 South Wacker Drive Suite 6600 | | Chicago | IL | 60606-6473 | Kokomo Gas and Fuel Company |
| Sonnenschein Nath & Rosenthal LLP | Louis A Curcio | 1221 Avenues of the Americas | | New York | NY | 10020-1089 | AB Automotive Electronics, Ltd., AB Automotive Inc., BI Technologies Corporation, International Resistive Company, Inc. (aka International Resistive Company Wire & Film Technologies Division), International Resistive Company of Texas, LP (aka International Resistive Company Advanced Film Division), Optek Technology, Inc. and Welwyn Components Ltd. |

EXHIBIT F

Delphi Corporation
Special Parties

| Company | Contact | Address1 | Address2 | City | State | Zip | Email | Party/Function |
|--------------------------------------|------------------------------------|-----------------------------------|-------------|------------|-------|------------|--|---|
| Arent Fox LLP | James M Sullivan | 1675 Broadway | | New York | NY | 10019 | sullivan.james@arentfox.com | The Timken Company |
| Connolly Bove Lodge & Hutz LLP | Jeffery C Wisler Kelly M Conlan | Nemours Bldg 1007 N Orange St | PO Box 2207 | Wilmington | DE | 19801 | KConlan@cbhlh.com jwisler@cbhlh.com | Connecticut General Life Insurance |
| Hogan & Hartson | Scott A Golden | 875 Third Avenue | | New York | NY | 10022 | sagolden@hhlaw.com | XM Satellite Radio Inc |
| Procopio Cory Hargreaves Savitch LLP | Dena Copulsky Kaufman | | | | | | dc.kaufman@hhlaw.com | |
| | Phillip J Giacinti Jr | 530 B Street Suite 2100 | | San Diego | CA | 92101 | pjg@procopio.com | Sunrise Medical HHG, Inc. |
| Reed Smith LLP | Alexander Terras | 10 South Wacker Drive 40th Floor | | Chicago | IL | 60606-7507 | ateras@reedsmith.com | General Electric Capital Corporation |
| Reed Smith LLP | Debra Turetsky | 599 Lexington Avenue 22nd Fl | | New York | NY | 10022 | dturetsky@reedsmith.com | General Electric Capital Corporation |
| Schiff Hardin LLP | Jason M Torf | 233 South Wacker Drive Suite 6600 | | Chicago | IL | 60606-6473 | torf@schiffhardin.com | Kokomo Gas and Fuel Company |
| Sonnenschein Nath & Rosenthal LLP | Louis A Curcio | 1221 Avenues of the Americas | | New York | NY | 10020-1089 | lcurcio@sonnenschein.com | AB Automotive Electronics, Ltd., AB Automotive Inc., BI Technologies Corporation, International Resistive Company, Inc. (aka International Resistive Company Wire & Film Technologies Division), International Resistive Company of Texas, LP (aka International Resistive Company Advanced Film Division), Optek Technology, Inc. and Welwyn Components Ltd. |

EXHIBIT 5

Hearing Date: October 22, 2009
Hearing Time: 10:00 a.m. (prevailing Eastern time)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
Kayalyn A. Marafioti

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-------------------------------------|----|-------------------------|
| ----- | -X | |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| | : | (Jointly Administered) |
| Debtors. | : | |
| ----- | -X | |

PROPOSED FORTY-EIGHTH OMNIBUS HEARING AGENDA

Location Of Hearing: United States Bankruptcy Court for the Southern District of New
York, Alexander Hamilton Custom House, Room 610, 6th Floor, One
Bowling Green, New York, New York 10004-1408



0544481091021000000000001

The matters set for hearing are divided into the following categories for the purposes of this Proposed Agenda:

- A. Introduction
- B. Continued Or Adjourned Matters (None)
- C. Uncontested, Agreed, Withdrawn, Or Settled Matters (1 Matter)
- D. Contested Matters (1 Matter)

B. Continued Or Adjourned Matters*

See footnote.

C. Uncontested, Agreed, Withdrawn, Or Settled Matters

1. **Debtor's Motion To Extend Deadline** – Supplemental Motion Pursuant To Fed. R. Bankr. P. 7004(b) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (Docket No. 18952)

Responses filed: None.

Reply filed: None.

Related filings: None.

Status: The hearing with respect to this matter will be proceeding.

D. Contested Matters

2. **Robert Backie Motion** - Creditor's Motion For Court Enforcement (Docket No. 18809)

* Motions found at the following docket numbers that appeared on previous Proposed Hearing Agendas have been voluntarily withdrawn from the agenda and would need to be re-noticed under the Case Management Order to be reinstated on an agenda: Mercedes-Benz U.S. International, Inc.'s Motion to File Claims [Docket No. 4778], Methode Electronics, Inc.'s Setoff Motion [Docket No. 4912], Computer Patent Annuities Limited's Motion To Assume Or Reject Executory Contract [Docket No. 5153], Motion Of Sumida America Inc. To Allow Setoff/Recoupment And For Relief From Automatic Stay [Docket No. 6723], ATEL Leasing Corporation's Motion To Allow Administrative Claim [Docket No. 6990], Debtors' Omnibus Objection To Claims For Postpetition Interest [Docket No. 12833], and Furukawa Administrative Expenses Motion [Docket No. 18706]. In addition, the following adversary proceedings have also been withdrawn from the agenda and would be subject to re-noticing to be reinstated on a hearing agenda: National Union Fire Insurance Company Of Pittsburgh, PA Adv. Pro. No. 07-01435, which has been settled as part of the MDL settlement and will be resolved upon the Court's approval of the MDL settlement; Debtors' Motion for Determination [Docket No. 30] and Plaintiff's Motion for Leave [Docket No. 36], Computer Sciences Corporation Adv. Pro. No. 09-01271.

Responses filed: *Reorganized Debtors' Objection To Creditor's Motion For Court Enforcement [Docket No. 18809] (Docket No. 18981)*

Reply filed: *None.*

Related filings: *None.*

Status: *The hearing with respect to this matter will be proceeding.*

Dated: New York, New York
October 21, 2009

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.

John K. Lyons

Ron E. Meisler

155 North Wacker Drive

Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti

Kayalyn A. Marafioti

Four Times Square

New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

EXHIBIT 6

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On October 21, 2009, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via overnight mail, (ii) upon the parties listed on Exhibit B hereto via electronic notification and (iii) upon the parties listed on Exhibit C hereto via facsimile:

Proposed Forty-Eighth Omnibus Hearing Agenda (Docket No. 18991)

Dated: October 26, 2009

/s/ Darlene Calderon
Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 26th day of October, 2009, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Gary Christensen

Commission Expires: 11/12/09



05444810910270000000000001

EXHIBIT A

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | PARTY / FUNCTION |
|---|---|---|------------------------|--------------|-------|------------|------------------------------|------------------------------|---|
| Barnes & Thornburg LLP | Peter A. Clark | One North Wacker Drive | Suite 4400 | Chicago | IL | 60606-2833 | 312-214-5668 | 312-759-5646 | Counsel to Rectel Interiors; Motorola; Temic Automotive |
| Brown Rudnick Bernack Israels LLP | Robert J. Stark | Seven Times Square | | New York | NY | 10036 | 212-209-4800 | 212-209-4801 | Indenture Trustee |
| Cohen, Weiss & Simon | Bruce Simon | 330 W. 42nd Street | | New York | NY | 10036 | 212-356-0231 | 212-695-5436 | Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Mutek Flexible Circuits, Inc.; Shieldant de Mexico S.A. de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd. |
| Curtis, Mallet-Prevost, Colt & Mosle LLP | Steven J. Reisman | 101 Park Avenue | | New York | NY | 10178-0061 | 212-696-0000 | 212-697-1559 | Counsel to Debtor's Postpetition Administrative Agent; Counsel to JPMorgan Chase Bank, N.A. |
| Davis, Polk & Wardwell LLP | Donald Bernstein Brian Resnick | 450 Lexington Avenue | | New York | NY | 10017 | 212-450-4092 212-450-4213 | 212-450-3092 212-450-3213 | |
| Delphi Corporation | Sean Corcoran, Karen Craft | 5725 Delphi Drive | | Troy | MI | 48098 | 248-813-2000 | 248-813-2491 | Debtors |
| Flextronics International | Carrie L. Schiff | 305 Interlocken Parkway | | Broomfield | CO | 80021 | 303-927-4853 | 303-652-4716 | Counsel to Flextronics International Counsel to Flextronics International USA, Inc. |
| Flextronics International USA, Inc. | Paul W. Anderson | 2090 Fortune Drive 6501 William Cannon Drive West | | San Jose | CA | 95131 | 408-428-1308 | | |
| Freeseale Semiconductor, Inc. | Richard Lee Chambers, III | | MD: OE16 | Austin | TX | 78735 | 512-895-6357 | 512-895-3090 | Creditor Committee Member |
| Fried, Frank, Harris, Shriver & Jacobson | Brad Eric Sheier Bonnie Steingart Jennifer L. Rodoung Richard J. Slivinski | One New York Plaza | | New York | NY | 10004 | 212-859-8000 | 212-859-4000 | Counsel to Equity Security Holders Committee |
| FTI Consulting, Inc. | Randall S. Eisenberg | 3 Times Square | 11th Floor | New York | NY | 10036 | 212-247-1010 | 212-841-9350 | Financial Advisors to Debtors |
| General Electric Company | Valerie Venable | 9930 Kinsey Avenue 1701 Pennsylvania Avenue, NW | | Huntersville | NC | 28078 | 704-992-5075 | 866-585-2386 | Creditor Committee Member |
| Groom Law Group | Lonie A. Hassel | | | Washington | DC | 20006 | 202-857-0620 | 202-659-4503 | Counsel to Employee Benefits |
| Hodgson Russ LLP | Garry M. Graber | 60 East 42nd St | 37th Floor | New York | NY | 10165-0150 | 212-661-3535 | 212-972-1677 | Counsel to Hexcel Corporation |
| Hongman Miller Schwartz and Cohn LLP | Frank L. Gorman, Esq. | 2290 First National Building | 660 Woodward Avenue | Detroit | MI | 48226-3583 | 313-465-7000 | 313-465-8000 | Counsel to General Motors Corporation |
| Hongman Miller Schwartz and Cohn LLP | Robert B. Weiss, Esq. | 2290 First National Building | 660 Woodward Avenue | Detroit | MI | 48226-3583 | 313-465-7000 | 313-465-8000 | Counsel to General Motors Corporation |
| Internal Revenue Service | Attn: Insolvency Department, Attn: Insolvency Department, Marta Valerio | 477 Michigan Ave | Mail Stop 15 | Detroit | MI | 48226 | 313-628-3648 | 313-628-3602 | Michigan IRS |
| Internal Revenue Service | Attn: Insolvency Department, Marta Valerio | 290 Broadway | 5th Floor | New York | NY | 10007 | 212-436-1038 | 212-436-1931 | IRS |
| ILUECWA | Conference Board Chairman | 2360 W. Dorothy Lane | Suite 201 | Dayton | OH | 45439 | 937-294-7813 | 937-294-9164 | Creditor Committee Member |
| Jefferies & Company, Inc. | William Q. Derrough | 520 Madison Avenue | 12th Floor | New York | NY | 10022 | 212-284-2521 | 212-284-2470 | UCC Professional |
| JPMorgan Chase Bank, N.A. | Richard Duker | 270 Park Avenue | | New York | NY | 10017 | 212-270-5484 | 212-270-4016 | Prepetition Administrative Agent |
| JPMorgan Chase Bank, N.A. | Susan Atkins, Gianni Russello | 277 Park Ave 8th Fl | | New York | NY | 10172 | 212-270-0426 | 212-270-0430 | Postpetition Administrative Agent |

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | PARTY / FUNCTION |
|--|--|--|--------------------------|-------------|-------|------------|--------------|--------------|---|
| Kramer Levin Natfalis & Frankel LLP | Gordon Z. Novot | 1177 Avenue of the Americas | | New York | NY | 10036 | 212-715-9100 | 212-715-8090 | Counsel Data Systems Corporation; EDS Information Services, LLC |
| Kramer Levin Natfalis & Frankel LLP | Thomas Moers Mayer | 1177 Avenue of the Americas | | New York | NY | 10036 | 212-715-9100 | 212-715-8090 | Counsel Data Systems Corporation; EDS Information Services, LLC |
| Kurtzman Carson Consultants | Sheryl Belance | 2335 Alaska Ave | | El Segundo | CA | 90245 | 310-823-9000 | 310-823-9133 | Notifying and Claims Agent |
| Latham & Watkins LLP | Robert J. Rosenberg | 885 Third Avenue | | New York | NY | 10022 | 212-906-1370 | 212-751-4864 | Counsel to Official Committee of Unsecured Creditors |
| Law DeBenture Trust of New York | Daniel R. Fisher | 400 Madison Ave | Fourth Floor | New York | NY | 10017 | 212-750-6474 | 212-750-1361 | Indenture Trustee |
| Law DeBenture Trust of New York | Patrick J. Healy | 400 Madison Ave | Fourth Floor | New York | NY | 10017 | 212-750-6474 | 212-750-1361 | Indenture Trustee |
| McDermott Will & Emery LLP | David D. Cleary | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | Counsel to Rectical North America, Inc. |
| McDermott Will & Emery LLP | Jason J. DeJonker | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | Counsel to Rectical North America, Inc. |
| McDermott Will & Emery LLP | Mohsin N. Khambhai | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | Counsel to Rectical North America, Inc. |
| McTigue Law Firm | Cornish F. Hitchcock | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | 202-364-9960 | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| McTigue Law Firm | J. Brian McTigue | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | 202-364-9960 | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Mesrow Financial | Leon Szezinger | 666 Third Ave | 21st Floor | New York | NY | 10017 | 212-808-8366 | 212-682-5015 | UCC Professional Counsel to Cerberus Capital Management LP and Dolce Investments LLC |
| Milbank Tweed Hadley & McCloy LLP | Gregory A Bray Esq Thomas R Kreller Esq James E Till Esq | 601 South Figueroa Street | 30th Floor | Los Angeles | CA | 90017 | 213-892-4000 | 213-629-5063 | State of New York; New York State Department of Environmental Conservation |
| New York State Office of Attorney General | Eugene J. Left | Assistant Attorney General & Deputy Bureau Chief | 120 Broadway, 26th Floor | New York | NY | 10271 | 212-416-8465 | 212-416-6007 | Securities and Exchange Commission |
| Northeast Regional Office | Mark Schonfeld, Regional Director | 3 World Financial Center | Room 4300 | New York | NY | 10281 | 212-336-1100 | 212-336-1323 | New York Attorney General's Office |
| Office of New York State | Attorney General Elliot Spitzer | 120 Broadway | | New York | NY | 10271 | 212-416-8000 | 212-416-6075 | Special Labor Counsel |
| O'Melveny & Myers LLP | Robert Siegel | 400 South Hope Street | | Los Angeles | CA | 90071 | 213-430-6000 | 213-430-6407 | Special Labor Counsel |
| O'Melveny & Myers LLP | Tom A. Jerman, Rachel Janger | 1625 Eye Street, NW | | Washington | DC | 20006 | 202-383-5300 | 202-383-5414 | Special Labor Counsel |
| Paul, Weiss, Rikkind, Wharton & Garrison LLP | Stephen J. Shimschak Philip A Weintraub | 1285 Avenue of the Americas | Suite 340 | New York | NY | 10019-6064 | 212-373-3000 | 212-757-3990 | Counsel to Ryder Integrated Logistics, Inc. |
| Pension Benefit Guaranty Corporation | Israel Goldowitz | 1200 K Street, N.W. | Suite 340 | Washington | DC | 20005-4026 | 202-326-4020 | 202-326-4112 | Chief Counsel to the Pension Benefit Guaranty Corporation |
| Pension Benefit Guaranty Corporation | Karen L. Morris, John Menke, Ralph L. Landy, Beth A. Bangert | 1200 K Street, N.W. | Suite 340 | Washington | DC | 20005 | 202-326-4020 | 202-326-4112 | Counsel to Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems |
| Phillips Nizer LLP | Sandra A. Riemer | 666 Fifth Avenue | | New York | NY | 10103 | 212-841-0589 | 212-262-5152 | Financial Advisor |
| Reitichild Inc. | David L. Resnick | 1251 Avenue of the Americas | | New York | NY | 10020 | 212-403-3500 | 212-403-5454 | Financial Advisor |

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | PARTY/FUNCTION |
|--|--|-----------------------------|--------------------------|------------|-------|------------|--------------|--------------|---|
| Seyarth Shaw LLP | Robert W. Drenluk | 620 Eighth Ave | | New York | NY | 10018-1405 | 212-218-5500 | 212-218-5526 | Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc. |
| Shearnman & Sterling LLP | Douglas Barther, Jill Frizley | 599 Lexington Avenue | | New York | NY | 10022 | 212-8484000 | 212-848-7179 | Local Counsel to the Debtors Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A. |
| Simpson Thatcher & Bartlett LLP | Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr. | 425 Lexington Avenue | | New York | NY | 10017 | 212-455-2000 | 212-455-2502 | |
| Skadden, Arps, Slate, Meagher & Flom LLP | John Wm. Butler, John K. Lyons, Ron E. Meister | 155 N Wacker Drive | Suite 2700 | Chicago | IL | 60606-1720 | 312-407-0700 | 312-407-0411 | Counsel to the Debtor |
| Skadden, Arps, Slate, Meagher & Flom LLP | Kayalyn A. Marahoff, Thomas J. Maiz | 4 Times Square | P.O. Box 300 | New York | NY | 10036 | 212-735-3000 | 212-735-2000 | Counsel to the Debtor |
| Spencer Fane Britt & Browne LLP | Daniel D. Doyle | 1 North Brentwood Boulevard | Tenth Floor | St. Louis | MO | 63105 | 314-863-7733 | 314-862-4656 | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Spencer Fane Britt & Browne LLP | Nicholas Franke Jon D. Cohen, Trent P. Cornell | 1 North Brentwood Boulevard | Tenth Floor | St. Louis | MO | 63105 | 314-863-7733 | 314-862-4656 | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Stahl Cowen Crowley Addis LLC | Chester B. Salomon, Constantine D. Pourakis | 55 West Monroe Street | Suite 1200 | Chicago | IL | 60603 | 312-641-0060 | 312-641-6959 | Counsel to the Delphi Retiree Committee |
| Stevens & Lee, P.C. | Albert Togut | 485 Madison Avenue | 20th Floor | New York | NY | 10022 | 2123198500 | 2123198505 | Counsel to Wamco, Inc. |
| Togut, Segal & Segal LLP | MaryAnn Breerton, Assistant General Counsel | One Penn Plaza | Suite 3335 | New York | NY | 10119 | 212-594-5000 | 212-967-4258 | Conflicts Counsel to the Debtors |
| Tyco Electronics Corporation | | 60 Columbia Road | | Morristown | NJ | 07960 | 973-656-8365 | 973-656-8805 | Creditor Committee Member |
| United States Trustee | Brian Masumoto | 33 Whitehall Street | 21st Floor | New York | NY | 10004-2112 | 212-510-0500 | 212-668-2255 | does not take service via fax |
| Warner Stevens, L.L.P. | Michael D. Warner | 1700 City Center Tower II | 301 Commerce Street | Fort Worth | TX | 76102 | 817-810-5250 | 817-810-5255 | Counsel to United States Trustee Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors |
| Well, Gotshal & Manges LLP | Harvey R. Miller | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8500 | 212-310-8077 | Counsel to General Motors Corporation |
| Well, Gotshal & Manges LLP | Jeffrey L. Tanenbaum, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8000 | 212-310-8007 | Counsel to General Motors Corporation |
| Well, Gotshal & Manges LLP | Martin J. Bierenstock, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8000 | 212-310-8007 | Counsel to General Motors Corporation |
| Well, Gotshal & Manges LLP | Michael P. Kessler, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8000 | 212-310-8007 | Counsel to General Motors Corporation |
| Wilmington Trust Company | Steven M. Cimalore | Rodney Square North | 1100 North Market Street | Wilmington | DE | 19890 | 302-636-6058 | 302-636-4143 | Creditor Committee Member/Indenture Trustee |

Delphi Corporation
2002 List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | PARTY/FUNCTION |
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| APS Clearing, Inc. | Andy Leihoff Matthew Hamilton | 1301 S. Capital of Texas Highway | Suite B-220 | Austin | TX | 78746 | 512-314-4416 | 512-314-4462 | Counsel to APS Clearing, Inc. |
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In re: Delphi Corporation et. al.
Case No. 05-44481 (RDD)

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In re, Delphi Corporation, et al.
Case No. 05-44481 (RDD)

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In re: Delphi Corporation, et al.
Case No. 05-44481 (RDD)

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Delphi Corporation
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| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | COUNTRY | PHONE | EMAIL | PARTY/FUNCTION |
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Delphi Corporation
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Delphi Corporation
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Delphi Corporation
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In re: Delphi Corporation, et al.
Case No. 05-44481 (RDD)

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2002 List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | COUNTRY | PHONE | FAX | PARTY / FUNCTION |
|---|----------------------------|----------------------------------|-------------|---------------|-------|------------|---------|--------------|--------------|--|
| Schiffrin & Baroway, LLP | Sean M. Handler | 280 King of Prussia Road | | Radnor | PA | 19087 | | 610-667-7706 | 610-667-7056 | Counsel to Teachers Retirement System of Oklahoma; Public Employees Retirement System of Mississippi; Ralfelsen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP |
| Shipman & Goodwin LLP | Jennifer L. Adamy | One Constitution Plaza | | Hartford | CT | 06103-1919 | | 860-251-5811 | 860-251-5218 | Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co., |
| Squire, Sanders & Dempsey L.L.P. | Eric Marks | One Maritime Plaza | Suite 300 | San Francisco | CA | 94111-3492 | | 415-383-9887 | | Counsel to Furukawa Electric Co., Ltd. And Furukawa Electric North America, APD Inc. |
| Steinberg Shapiro & Clark | Mark H. Shapiro | 24901 Northwestern Highway | Suite 611 | Southfield | MI | 48075 | | 248-352-4700 | 248-352-4488 | Counsel to Bing Metals Group, Inc.; Gentral Transport International, Inc.; Crown Enterprises, Inc.; Economy Transport, Inc.; Logistics Insight Corp (LINC); Universal Am-Can, Ltd.; Universal Truckload Services, Inc. |
| Sterns & Weinroth, P.C. | Jeffrey S. Postia | 50 West State Street, Suite 1400 | PO Box 1298 | Trenton | NJ | 08607-1298 | | 609-392-2100 | 609-392-7956 | Counsel to Doosan Infracore America Corp. |
| Togut, Segal & Segal LLP | Albert Togut, Esq. | One Penn Plaza | Suite 3335 | New York | NY | 10119 | | 212-694-5000 | 212-967-4258 | Conflicts counsel to Debtors |
| Waller Lansden Dorch & Davis, PLLC | Robert J. Wehnoelner, Esq. | 511 Union Street | Suite 2700 | Nashville | TN | 37219 | | 615-244-6380 | 615-244-6804 | Counsel to Nissan North America, Inc. |
| Warner Stevens, L.L.P. | Michael D. Warner | 301 Commerce Street | Suite 1700 | Fort Worth | TX | 76102 | | 817-810-5250 | 817-810-5255 | Counsel to Electronic Data Systems Corp. and EDS Information Services, L.L.C. |
| Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP | Lei Lei Wang Ekvall | 650 Town Center Drive | Suite 950 | Costa Mesa | CA | 92626 | | 714-966-1000 | 714-966-1002 | Counsel to Toshiba America Electronic Components, Inc. |
| WL Ross & Co., LLC | Stephen Toy | 1166 Avenue of the Americas | | New York | NY | 10036-2708 | | 212-826-1100 | 212-317-4893 | Counsel to WL Ross & Co., LLC |

EXHIBIT 7

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases. I submit this Affidavit in connection with the service of the solicitation materials for the **First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession** [Docket No. 11388] ("the Plan").

On December 1, 2005, the Court signed and entered an Order Pursuant to 28 U.S.C. § 156(c) Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims, Noticing and Balloting Agent for Clerk of Bankruptcy Court [Docket No. 1374] designating KCC as the official Balloting Agent.

KCC is charged with the duty of printing and distributing Solicitation Packages to creditors and other interested parties pursuant to the instructions set forth in the **Order Approving (I) Disclosure Statement, (II) Record Date, Voting Deadline, and Procedures for Temporary Allowance of Certain Claims, (III) Hearing Date to Consider Confirmation of Plan, (IV) Procedures for Filing Objections to Plan, (V) Solicitation Procedures for Voting on Plan, (VI) Cure Claim Procedures, (VII) Procedures for Resolving Disputes Relating to Postpetition Interest, and (VIII) Reclamation Claim Procedures** [Docket No. 11389] ("Solicitation Procedures Order") as entered by the Court on December 10, 2007.

The various solicitation materials consist of the following documents:

- 1) Ballot for Accepting or Rejecting Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (Class C General Unsecured Claims) ("Class C Ballot") (attached hereto as Exhibit A);
- 2) Ballot for Accepting or Rejecting Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (Class D General Motors Corporation Claim) ("Class D Ballot") (attached hereto as Exhibit B);



054448108011100000000074

- 3) Ballot for Accepting or Rejecting Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (Class E Section 510(b) Note Claims) ("Class E Ballot") (attached hereto as Exhibit C);
- 4) Ballot for Accepting or Rejecting Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (Class G-2 Section 510(b) Equity Claims) ("Class G-2 Ballot") (attached hereto as Exhibit D);
- 5) Ballot for Accepting or Rejecting Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (Class H Section 510(b) ERISA Claims) ("Class H Ballot") (attached hereto as Exhibit E);
- 6) Notice of (1) Approval of Disclosure Statement; (2) Hearing on Confirmation of Plan; (3) Deadline and Procedures for Filing Objections to Confirmation of Plan; (4) Deadline and Procedures for Temporary Allowance of Certain Claims for Voting Purposes; (5) Deadline for Asserting Cure Claims for Assumed Contracts; (6) Treatment of Certain Unliquidated, Contingent, or Disputed Claims for Noticing, Voting, and Distribution Purposes; (7) Record Date; (8) Voting Deadline for Receipt of Ballots; and (9) Proposed Releases, Exculpation, and Injunction in Plan ("Confirmation Hearing Notice") (attached hereto as Exhibit F);
- 7) a letter from the Delphi Corporation Official Committee of Unsecured Creditors ("Creditors' Committee Letter") (attached hereto as Exhibit G);
- 8) a letter from the Delphi Corporation Official Committee of Equity Security Holders ("Equity Committee Letter") (attached hereto as Exhibit H);
- 9) First Amended Disclosure Statement with Respect to First Amended Plan of Reorganization, the Plan, Creditors' Committee Letter, Equity Committee Letter and Solicitation Procedures Order, in CD-ROM format ("CD-ROM")
- 10) Department of the Treasury, Internal Revenue Service, Form W-9 – Request for Taxpayer Identification Number and Certification ("W-9 form") (attached hereto as Exhibit I);
- 11) Department of the Treasury, Internal Revenue Service, Form W-8BEN – Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding ("W-8BEN form") (attached hereto as Exhibit J);
- 12) Notice of Non-Voting Status with Respect to Certain Claims and Interests ("Notice of Non-Voting Status") (attached hereto as Exhibit K);
- 13) Postpetition Interest Rate Determination Notice ("Interest Rate Notice") (attached hereto as Exhibit L);

- 14) Notice to Unimpaired Creditors of (I) Filing of First Amended Joint Plan of Reorganization, (II) Treatment of Claims Under Plan, (III) Hearing on Confirmation of Plan, and (IV) Deadline and Procedures for Filing Objections Thereto ("Unimpaired Notice") (attached hereto as Exhibit M);
- 15) an informational letter from the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW) ("UAW Informational Letter") (attached hereto as Exhibit N);
- 16) Notice of Approval of Delphi's Disclosure Statement, Hearing on Confirmation of Proposed Plan of Reorganization and Proposed Releases Under the Plan - Information for IAM-Represented Employees and Retirees of Delphi Corporation ("IAM Employees and Retirees Notice") (attached hereto as Exhibit O);
- 17) Notice of Approval of Delphi's Disclosure Statement, Hearing on Confirmation of Proposed Plan of Reorganization and Proposed Releases Under the Plan - Information IBEW-Represented Employees and Retirees of Delphi Corporation ("IBEW Employees and Retirees Notice") (attached hereto as Exhibit P);
- 18) Notice of Approval of Delphi's Disclosure Statement, Hearing on Confirmation of Proposed Plan of Reorganization and Proposed Releases Under the Plan - Information for IUE-CWA-Represented Employees and Retirees of Delphi Corporation ("IUE-CWA Employees and Retirees Notice") (attached hereto as Exhibit Q);
- 19) Notice of Approval of Delphi's Disclosure Statement, Hearing on Confirmation of Proposed Plan of Reorganization and Proposed Releases Under the Plan - Information for IUOE-Represented Employees and Retirees of Delphi Corporation ("IUOE Employees and Retirees Notice") (attached hereto as Exhibit R);
- 20) Notice of Approval of Delphi's Disclosure Statement, Hearing on Confirmation of Proposed Plan of Reorganization and Proposed Releases Under the Plan - Information for Certain Non-Represented Hourly Active Employees and Retirees of Delphi Corporation ("Non-Represented Employees and Retirees Notice") (attached hereto as Exhibit S);
- 21) Notice of Approval of Delphi's Disclosure Statement, Hearing on Confirmation of Proposed Plan of Reorganization and Proposed Releases Under the Plan - Information for UAW-Represented Employees and Retirees of Delphi Corporation ("UAW Employees and Retirees Notice") (attached hereto as Exhibit T);
- 22) Notice of Approval of Delphi's Disclosure Statement, Hearing on Confirmation of Proposed Plan of Reorganization and Proposed Releases Under the Plan - Information for USW-Represented Employees and Retirees of Delphi

Corporation ("USW Employees and Retirees Notice") (attached hereto as Exhibit U); and

- 23) a memorandum from Kurtzman Carson Consultants to additional notice parties of ballot recipients ("Ballot Notice Party Memo") (attached hereto as Exhibit V).

On December 14, 2007, I caused to be served a personalized Class C Ballot, Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Interest Rate Notice, W-9 form and a pre-addressed, postage pre-paid return envelope upon the parties listed on Exhibit W via postage pre-paid U.S. mail.

On December 14, 2007, I caused to be served a personalized Class C Ballot, Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Interest Rate Notice, W-8BEN form and a pre-addressed, postage pre-paid return envelope upon the parties listed on Exhibit X via postage pre-paid U.S. mail.

On December 14, 2007, I caused to be served a personalized Class C Ballot, Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Interest Rate Notice, UAW Informational Letter and a pre-addressed, postage pre-paid return envelope upon the parties listed on Exhibit Y via postage pre-paid U.S. mail.

On December 14, 2007, I caused to be served a personalized Class C Ballot, Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Interest Rate Notice and a pre-addressed, postage pre-paid return envelope upon the parties listed on Exhibit Z via postage pre-paid U.S. mail.

On December 14, 2007, I caused to be served a personalized Class D Ballot, Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM and a pre-addressed, postage pre-paid return envelope upon the parties listed on Exhibit AA via postage pre-paid U.S. mail.

On December 14, 2007, I caused to be served a personalized Class E Ballot, Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM and a pre-addressed, postage pre-paid return envelope upon the parties listed on Exhibit BB via postage pre-paid U.S. mail.

On December 14, 2007, I caused to be served a personalized Class G-2 Ballot, Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM and a pre-addressed, postage pre-paid return envelope upon the parties listed on Exhibit CC via postage pre-paid U.S. mail.

On December 14, 2007, I caused to be served a personalized Class H Ballot, Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM and a pre-addressed, postage pre-paid return envelope upon the parties listed on Exhibit DD via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM and W-9 form upon the parties listed on Exhibit EE via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM and W-8BEN form upon the parties listed on Exhibit FF via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter and CD-ROM upon the parties listed on Exhibit GG via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Unimpaired Notice and W-9 form upon the parties listed on Exhibit HH via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM and Unimpaired Notice upon the parties listed on Exhibit II via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM and Notice of Non-Voting Status upon the parties listed on Exhibit JJ via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in Portuguese for recipients in Brazil), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in Portuguese for recipients in Brazil) upon the parties listed on Exhibit KK via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in Chinese), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in Chinese) upon the parties listed on Exhibit LL via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in Czech), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in Czech) upon the parties listed on Exhibit MM via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in French), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in French) upon the parties listed on Exhibit NN via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in German), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in German) upon the parties listed on Exhibit OO via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in Hungarian), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in Hungarian) upon the parties listed on Exhibit PP via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in Italian), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in Italian) upon the parties listed on Exhibit QQ via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in Spanish for recipients in Mexico), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in Spanish for recipients in Mexico) upon the parties listed on Exhibit RR via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in Polish), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in Polish) upon the parties listed on Exhibit SS via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in Portuguese for recipients in Portugal), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in Portuguese for recipients in Portugal) upon the parties listed on Exhibit TT via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in Romanian), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in Romanian) upon the parties listed on Exhibit UU via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in Spanish for recipients in Spain), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in Spanish for recipients in Spain) upon the parties listed on Exhibit VV via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Confirmation Hearing Notice (translated in Turkish), Creditors' Committee Letter, Equity Committee Letter, CD-ROM, Notice of Non-Voting Status and Notice of Non-Voting Status (translated in Turkish) upon the parties listed on Exhibit WW via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice and IAM Employees and Retirees Notice upon the parties listed on Exhibit XX via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice and IBEW Employees and Retirees Notice upon the parties listed on Exhibit YY via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice and IUE-CWA Employees and Retirees Notice upon the parties listed on Exhibit ZZ via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice and IUOE Employees and Retirees Notice upon the parties listed on Exhibit AAA via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice and Non-Represented Employees and Retirees Notice upon the parties listed on Exhibit BBB via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice and UAW Employees and Retirees Notice upon the parties listed on Exhibit CCC via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice and USW Employees and Retirees Notice upon the parties listed on Exhibit DDD via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice, Creditors' Committee Letter, Equity Committee Letter, CD-ROM and Ballot Notice Party Memo upon the parties listed on Exhibit EEE via postage pre-paid U.S. mail.

On or before December 15, 2007, I caused to be served the Confirmation Hearing Notice upon the parties listed on Exhibit FFF via postage pre-paid U.S. mail.

Dated: January 11, 2008

Evan Gershbein

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 11th day of January, 2007, by
Evan Gershbein, proved to me on the basis of satisfactory evidence to be the person who
appeared before me.

Signature: _____

Commission Expires: _____

[illegible]

Daight Corporation
Class C General Unsecured Claims
Class 1C Ballot

| CreditorName | CreditorNoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|---|--------------------|-----------------------------------|--------------------------|----------|-----------------|-------|------------|---------|
| Calgon Carbon Corporation | | PO Box 717 | | | Pittsburgh, | PA | 15230-0717 | |
| Callington South Inc | | Blag 200 Ste 208 | 1395 S Marietta Pkwy | | Marietta, | GA | 30067 | |
| Callifornia Eastern Laboratories Inc | | 4590 Patrick Henry Dr | | | Santa Clara, | CA | 95054-1817 | |
| Callanian Motion Control Inc | | PO Box 138 | | | Darien Center, | NY | 14040-0138 | |
| Callenian Industries Inc dba Menicon Concrete Company | | 5 S Plushugh St | | | Rochester, | NY | 14614 | |
| Callsonic Kaseel Corporation | | Bout Cummings Corners & Berry PLC | 1600 Division St Ste 700 | | Nashville, | TN | 37203 | |
| Callsource Inc | | 1005 W Fayette St | | | Syracuse, | NY | 13204 | |
| Callum Engineering Inc | | Taft Scientific & Holister LLP | 425 Walnut St Ste 1800 | | Cincinnati, | OH | 45202 | |
| Cameron & Barkley Co | | 3800 Wilder Rd | | | Bay City, | MI | 48706 | |
| Campbell & Sons Oil Co Inc | | PO Box 93297 | | | Atlanta, | GA | 31193-2297 | |
| Campbell Scientific Inc | | PO Box 18988 | | | Huntsville, | AL | 35804 | |
| Can Am Tube Tech Inc | | 815 West 1800 North | | | Logan, | UT | 84321-1784 | |
| Cannon IV Inc | | 1086 Brookview Ne | | | Grand Rapids, | MI | 49505-3402 | |
| Cannon IV Inc | | 950 Dorman St | | | Indianapolis, | IN | 46202 | |
| Cannon IV Inc | | 950 Dorman St | | | Indianapolis, | IN | 46202 | |
| Canon Business Solutions East | | 1250 Valley Brook Ave | | | Lyndhurst, | NJ | 07071 | |
| Canon Financial Services Inc | | PO Box 4004 | | | Carol Stream, | IL | 60197-4004 | |
| Canon USA Inc | | One Canon Plz | | | Lake Success, | NY | 11042-1188 | |
| Canon USA Inc | | 1 Canon Plz | | | Lake Success, | NY | 11042-1188 | |
| Canon Co Of No Texas Inc ET | | 4428 Benny Dr | | | Wichita Falls, | TX | 76302 | |
| Canter Richard And Louanna | | Linda George Esq | 166 East Market St | | Indianapolis, | IN | 46204 | |
| Carbocid Inc | | 1408 5th Ave Ste 1 | | | Detroit, | MI | 48201 | |
| Cap Collat & Tool Company Inc | | 4082 6th St | | | Wyandotte, | MI | 48192-7104 | |
| Capital Markets | | 10150 Capital | | | Oak Pl, | MI | 48237 | |
| Capital Markets | | One University Plz Ste 312 | | | Hackensack, | NJ | 07601 | |
| Capital Markets | | One University Plz Ste 312 | | | Hackensack, | NJ | 07601 | |
| Capital Markets | | One University Plz Ste 312 | | | Hackensack, | NJ | 07601 | |
| Capital Markets | | One University Plz Ste 312 | | | Hackensack, | NJ | 07601 | |
| Capital Markets as assignee of | | | | | Hackensack, | NJ | 07601 | |
| Capital Refrigeration & Ac Capital Environmental Inc | | One University Plaza Ste 312 | | | Hackensack, | NJ | 07601 | |
| Capsonic Automotive Inc | | 633 E 200th St | | | Cleveland, | OH | 44119-2351 | |
| Carbide Probas Inc | | 460 S Second St | | | Elgin, | IL | 60123 | |
| Carbide Probas Inc | | 1328 Research Park Dr | | | Dryden, | OH | 45432-2818 | |
| Carbide Technical Plastics | | 300 Industrial Park Rd | | | Farmville, | VA | 23801 | |
| Cardinal Health | | 800 Depot St | | | Laticha, | PA | 15650 | |
| Cardinal Law Group Ltd | | One Butterfield Trail | | | El Paso, | TX | 79812 | |
| Cardinals Inc | | 1603 Orrington Ave Ste 2000 | | | Evanson, | IL | 60201 | |
| Carlisle Engineered Products Inc | | 9701 Wylding Blvd 10th Fl | | | Beverly Hills, | CA | 90212 | |
| Carlson Diamond & Wright Inc | | Carlisle Companies Incorporated | 250 S Clinton St Ste 201 | | Syracuse, | NY | 13202 | |
| Carlisle Johnson Machine Co Lc | | 2388 Montrose | | | Warren, | MI | 48091 | |
| Carlisle Johnson Machine Company | | 291 Boston Turnpike | PO Box 6546 | | Bolton, | CT | 06043 | |
| Carlisle Johnson Machine Company LLC | | 291 Boston Turnpike | PO Box 6546 | | Bolton, | CT | 06043 | |
| Carney Brad | | 2648 East 112 St | | | Cleveland, | OH | 44104-2665 | |
| Carole W Kildale | | 1608 Buick Ln | | | Kokomo, | IN | 46902 | |
| Carolina Commercial Heat Treating Inc | | 17 Deercreek Square | | | Indian Head Pl, | IL | 60525-4433 | |
| Carroll M Seracka | | 105 W Sanderfer Rd | | | Alhena, | AL | 35611 | |
| Carroll Corp | | 1208 Sunnyfield Ln | | | Scotch Plains, | NJ | 07076-2220 | |
| Cascade Die Casting Group | | PO Box 4808 Bldg TR S | | | Syracuse, | NY | 13221 | |
| Cascade Die Casting Group Inc | | 7441 S Division Ave Ste A1 | | | Grand Rapids, | MI | 49548 | |
| Cascade Engineering | | PO Box 88403 | | | Grand Rapids, | MI | 49548 | |
| Casco Products Corporation | | One Waterview Dr | | | Shelton, | CT | 06484-7367 | |
| Caton LP | | Dept CH17620 | | | Palentine, | IL | 60055-7520 | |
| Caurose Auto Repair Inc | | 104 W Elm | PO Box 726 | | Calatosa, | OK | 74015 | |
| Caution Flowers | | 803 S Cherokee | | | Calatosa, | OK | 74015 | |
| Cavaliero Plastics Inc | | 1160 Harderview Rd | | | James Island, | SC | 29412 | |
| Cch Inc | | 1250 North St | | | Princeton, | MA | 01201 | |
| Cdm International Ltd | | PO Box 4807 | | | Carlin Stream, | IL | 60197-4307 | |
| Cdw Computer Centers Inc | | 401 Western St | | | Walham, | MA | 02453 | |
| | | 407 N Jackson St | | | Jackson, | MI | 49201 | |
| | | PO Box 5126 | | | Timonium, | MD | 21084 | |

Delphi Corporation
Class C General Unsecured Claims
Class 1C Ballot

| Creditor/Name | Creditor/Notice Name | Address1 | Address2 | Address3 | City | State | Zip | Country |
|---|---|--------------------------------|-----------------------------|----------|-------------------|-------|------------|---------|
| Dewitt Ross & Stevens Sc | Atty Stephen A DiIulio | 2 E Millin St Ste 600 | | | Madison, | WI | 53703 | |
| Desport Tool Mfg & Sierra Liquidity Fund | Sierra Liquidity Fund | 2699 White Rd Ste 255 | | | Irvine, | CA | 92614 | |
| Dgs Inc | | Dua Dayton General Systems Inc | 2492 Technical Dr | | Miamisburg, | OH | 45342 | |
| Dhl Worldwide Express | | 4765 E Beautiful Ln | | | Phoenix, | AZ | 85044-5318 | |
| Diagraph MSP | Diagraph MSP | PO Box 78016 | | | Phoenix, | AZ | 85062-8016 | |
| Diamond Cleaners | | 5307 Meadowland Pkwy | | | Marion, | IL | 62959 | |
| Diana Matilevic | | 2147 S Saginaw St | | | Flint, | MI | 48503 | |
| Dickerson Thermal Solutions Inc | | 100 Woodland Trce | | | Cortland, | OH | 44410 | |
| Dickey & Son Machine & Tool Co | Dee Dickey | 5290 Galaxie Dr | | | Jackson, | MS | 39206 | |
| Dickman Supply Inc | Dickman Supply Inc | 2450 Turner Ave | | | Indianapolis, | IN | 46222 | |
| Die Cut Technologies | | PO Box 569 | | | Sidney, | OH | 45365-0569 | |
| Diebolt International Inc | | PO Box 30750 | | | Salt Lake City, | UT | 84189 | |
| Diehl Steel | | Dadco | 43850 Plymouth Oaks Blvd | | Plymouth, | MI | 48170 | |
| Dialectic Laboratories | | PO Box 17010 | | | Cincinnati, | OH | 45217 | |
| Dierker & Associates Pc | | PO Box 6660 | | | New York, | NY | 10249-6660 | |
| Digex Inc | | 3331 W Big Beaver Rd Ste 109 | | | Troy, | MI | 48064-2813 | |
| Dimalo Anthony | | One Digex Plaza | | | Bellville, | MD | 20705 | |
| Dintek Co | | 6 Hermon Ave | | | Haverhill, | MA | 01832 | |
| Dionex Corporation | | 266 S Festival Dr | | | El Paso, | TX | 79912 | |
| Direct Line Products | | 501 Mercury Dr | | | Sunnyvale, | CA | 94088-3603 | |
| Direct Sourcing Solutions Inc | | 427 West Pike St | | | Jackson Chr, | OH | 45334 | |
| Directed Light Inc Eft | | Dasi | 9300 Shelbyville Rd Ste 402 | | Louisville, | KY | 40222 | |
| Director Department | Office of the Illinois State Treasurer | 633 River Oaks Pkwy | | | San Jose, | CA | 95134 | |
| Directv | | PO Box 60036 | | | Springfield, | IL | 62701 | |
| Disco Hi Tec America Inc | Disco Hi Tec America Inc | PO Box 100746 | | | Los Angeles, | CA | 90060-0036 | |
| Distillata Company | | 3270 Scott Blvd | | | Pasadena, | CA | 91189-0746 | |
| Diverser Corp | Dival Safety Equipment | PO Box 93845 | | | Santa Clara, | CA | 95054-3011 | |
| Diversified Plastics Corp | Attn Diane Taylor | 1721 Niagara St | | | Cleveland, | OH | 44101-5845 | |
| Dixon & Ryan Corp | Packaging Credit Company LLC | PO Box 398 | | | Buffalo, | NY | 14207 | |
| Dk Systems | Tony | attn Karen McGill | | | Sharonville, | OH | 45241 | |
| Dhl Industries Inc | | 9555 S Howell Ave | | | Nixa, | MO | 65714 | |
| Dhl Industries Inc | | 2422 Leo Ave Southwest | | | Naperville, | IL | 60563 | |
| Dmax Ltd | Accounts Payable | PO Box 6030 | | | Royal Oak, | MI | 48073-2266 | |
| Dme Company | | 3100 Dryden Rd | | | Oak Creek, | WI | 53154 | |
| Dolmeier Janitor Supply Inc | | 29111 Stephenson Hwy | | | Canton, | OH | 44706 | |
| Docutone Inc | | 354 Englewood Ave | | | Moraine, | OH | 45439 | |
| Dolomite Products Company Inc | | 6620 Lonyo St | | | Madison Heights, | MI | 48071 | |
| Don Phillips & Associates Inc | Wiedman Vazzana Corcoran & Volta PC | 3101 West Tech Road | | | Buffalo, | NY | 14223 | |
| Donald Thomas | Don Phillips & Associates Inc | 4771 N Graham Rd | | | Dearborn, | MI | 48126 | |
| Donaldson Company Inc | | 1400 W 94th St | | | Rochester, | NY | 14614 | |
| Doosan Infracore America Corp | Valerie A Hamilton Esq and Simon Kimmelman Esq | Sills Cummins Epstein & Gross | | | Miamisburg, | OH | 45349 | |
| Donner Mfg Corp | | 650 College Rd E | | | Freeland, | MI | 48623 | |
| Donner Mfg Corp | | 975 Cottonwood Ave | | | Bloomington, | MN | 55431-2301 | |
| Donner Mfg Corp | | 975 Cottonwood Ave | | | Princeton, | NJ | 08540 | |
| Dort Industries Inc | | 975 Cottonwood Ave | | | Harland, | WI | 53029-0020 | |
| Double D Logistics | Ryan D Hellman Esq | 40950 Woodward Ave Ste 100 | | | Harland, | WI | 53029-0020 | |
| Double R Grease Service | | PO Box 951152 | | | Bloomfield Hills, | MI | 48304 | |
| Doubletree Guest Suites | | 1910 Waurika Fwy | | | Cleveland, | OH | 44193 | |
| Doug Brown Packaging Products Inc | | 300 Prestige Pl | | | Wichita Falls, | TX | 76703 | |
| Doug Nork Photography Inc | | 4223 Edgeland | | | Dayton, | OH | 45342 | |
| Doug Wirt Enterprises Inc dba Wirt Saginaw Stone Dock | Doug Wirt Enterprises Inc dba Wirt Saginaw Stone Dock | PO Box 543 | | | Royal Oak, | MI | 48073 | |
| Dove Equipment Co Inc | | 4700 Crow Island | | | Northville, | MI | 48167 | |
| Dover Chemical Corp De Wille Chemical Co | | 723 Sabrina Dr | | | Saginaw, | MI | 48601 | |
| Dow Corning Corp | | PO Box 40 | | | East Peoria, | IL | 61611 | |
| Dow Corning Corporation | Attn Tammy Grove CO1222 | 2200 W Salzburg Rd | | | Dover, | OH | 44622 | |
| Dow Corning Corporation | Attn Tammy Grove CO1222 | 2200 W Salzburg Rd | | | Midland, | MI | 48686 | |
| Dow Corning Corporation | Attn Tammy Grove CO1222 | 2200 W Salzburg Rd | | | Midland, | MI | 48686 | |
| Downers Grove Sanitary Dist II | | PO Box 1412 | | | Midland, | MI | 48686 | |
| Downstream Technologies | | 2710 Curfiss St | | | Downers Grove, | IL | 60515-0703 | |
| | | 563 Main St | | | Bolton, | MA | 01740 | |

12/27/2007 10:12 PM
W-1C DOMESTIC W9 Parts 1-10

Delphi Corporation
Class C General Unsecured Claims
Class 1C Ballot

| Creditor/Name | Creditor/Name | Address1 | Address2 | Address3 | City | State | Zip | County |
|--|---|--|---|----------|------------------|-------|------------|--------|
| Fellers Group | | 5665 Hwy 221 | PO Box 223 | | Rockwell | SC | 29378 | |
| Fenn Technologies | | 300 Fern Rd | | | Newington | CT | 06111 | |
| Ferguson Enterprises Inc | | 12300 Jefferson Ave | | | Newport News | VA | 23602-4314 | |
| Fernandez Racing LLC | | 9835 Gutter Rd | | | Indianapolis | IN | 46288 | |
| FET Engineering Inc | Ken Hevety | 9835 Gutter Rd | | | Bardonia | NY | 40004 | |
| Fey Industries Inc dba Blackbourn Media Packaging | Fey Industries Inc | 200 4th Ave N | | | Edgerton | WI | 53128-1288 | |
| Fidm Technologies Inc | | 1550 Lesson Ave | | | Madison | WI | 53703 | |
| Fidelity Investments Institutional Operations Company Inc | | 300 Puritan Way | | | Marlborough | MA | 01752 | |
| Fies Scales & Systems Inc | | 570 Leo St | | | Dayton | OH | 45404-1508 | |
| Fike Corporation | | PO Box 610 | | | Blue Springs | MO | 64013 | |
| Filtration Concepts Inc | | PO Box 428 | | | Lanham | MD | 20656 | |
| Flirion Extrusion Inc | | 12858 Collections Cir Dr | | | Chicago | IL | 60659 | |
| Flint Boilers | | PO Box 30028 | | | Omaha | NE | 68103-1128 | |
| Flint Industries Inc | | PO Box 1087 | | | Findlay | OH | 45839 | |
| Flint Line Steel Inc | | 2840 Jamell Rd | | | Colorado Springs | CO | 80906-4141 | |
| Finger Lakes Extrusion Corp | | 7555 Victor Plaisford Rd | | | Victor | NY | 14564 | |
| Fingering Services Inc | | 877 Ann St | | | Ypsilanti | MI | 48197 | |
| Finco Corporation | | 569 Turnbull Ave | | | Gland | OH | 44420 | |
| Finland Regional Medical Ctr Main Campus | | 1101 Decatur St | | | Sandusky | OH | 44870-5005 | |
| Finstone C & F | | 5400 Old Montgomery Hwy | | | Turkeyfoot | AL | 35405 | |
| First American Capital Mgt Grp Wells Fargo Corp Tr | | Mac U1228 120 | | | Salt Lake City | UT | 84111 | |
| First Choice Heating & Cooling Inc | | 8147 Ridgeway Dr | | | Newberg | MI | 48137 | |
| First Farmers Bank & Trust Co | c/o Bingham Farrer & Wilson PC | Michael E Farrer | PO Box 494 | | Elwood | IN | 46036 | |
| First Informed Corporation dba Mea Medical Clinics | Attorneys at Law | 1615 Jefferson St | | | Laurel | MS | 39440 | |
| First Technology Holdings Inc and Affiliates and Subsidiaries | John D Hertzberg | 30150 Telegraph Rd Ste 444 | | | Bingham Farms | MI | 48025 | |
| FIRST TECHNOLOGY HOLDINGS INC AND AFFILIATES AND SUBSIDIARIES AND CONTROL DEVICES INC AND FIRST INERTIA SWITCH LIMITED | THOMAS SKIBINSKI | CONTROL DEVICES INC AND FIRST INERTIA SWITCH | C O SENSATA TECHNOLOGIES 529 PLEASANT ST MS B 1 | | ATTLEBORO | MA | 02703 | |
| Finetech Solutions Corp | Bankruptcy Analyst | 395 Ghent Rd | | | Axon | OH | 44333 | |
| Fincher Tech Ltd | Kevin Johnson | 7218 Commerce Dr | 4 Laying Industrial Estate | | Mentor | OH | 44060 | |
| Finch Technology Inc | | No 12 Lyons Way | | | Singapore | SG | 507802 | |
| Finchback Thompson Carr & Huber | | PO Box 40000 Dart 476 | | | Hartford | CT | 06151-0476 | |
| Fisher Helmut | | 1517 Abbeville Dr Se | | | Grand Rapids | MI | 49506 | |
| Fisher Scientific | | 2714 Wilbur St | | | Saginaw | MI | 48602 | |
| Fisher Unilech Inc | Gary Barnes | Rogers Credit Manager | 2000 Park Ln | | Pittsburgh | PA | 15275 | |
| Fisher Unilech Inc | | 1150 Stephenson Hwy | | | Troy | MI | 48063 | |
| Fisher Unilech Inc | | 1150 Stephenson Hwy | | | Troy | MI | 48063-1187 | |
| File Fire & Safety | Safety Instrumentation Inc dba File Fire & Safety | 3012 W Kentucky Ave | | | Midland | TX | 79701 | |
| Fitzgerald Water Light & Bond | | PO Box Drawer F | | | Fitzgerald | GA | 31750 | |
| Flambeau Inc | | 801 Lynn Ave | | | Baraboo | WI | 53913 | |
| Fleischman Jim J Fleischman Advertising | | 2315 W Applewood Ln | | | Milwaukee | WI | 53209 | |
| Flex Pac Inc | Brent Robinson | 5601 Oak Blvd | | | Zionsville | IN | 46077 | |
| Flex Tech Services | | Mount Eaton Div | 16183 E Main St | | Austin | TX | 78735 | |
| Flex Technologies Inc | | 104 Flex Dr | | | Mount Eaton | OH | 44659 | |
| Flex Technologies Inc | | 104 Flex Dr | | | Portland | TN | 37148-150 | |
| Flex Technologies Inc | | PO Box 400 | Gundy Dr | | Portland | OR | 97208 | |
| Flex Technologies Inc | | PO Box 1850 | | | Flint | MI | 48501 | |
| Flex Tech Ltd | | 379 Alfred Rd | | | Brooklyn | OH | 43109-424 | |
| Flint City Technology Ltd | Flower City Communications LLC | 1848 13th Ave | | | Rockstar | NY | 14608 | |
| Flint City Technology Ltd | | 3035 Payson Circle | | | Chicago | IL | 60674-3035 | |
| Flint City Technology Ltd | Valco Chemical Inc | 411 Circle Highway Dr | | | Cincinnati | OH | 45246 | |
| Fluid Kinetics Div of Valco Chemical | | 22545 Heslop Dr | | | Novi | MI | 48375 | |
| Fluid Transfer Systems Inc Eit | Alth Barbara Koerber MS 259C | PO Box 8090 | | | Everett | WA | 98208-0080 | |
| Fluor Corporation | Fluor Inc | 1388 Atlantic Blvd | | | Cleveland | OH | 44114 | |
| Fluor Inc | | 5108 Hamilton Ave | | | Irvine | CA | 92614 | |
| Fluor Seal Inc Eit Navagard | | 2699 White Rd Ste 255 | | | Pittsburgh | PA | 15275 | |
| Focus Business Solutions Sierra Liquidity Fund | | 140 Industry Dr | | | | | | |
| Forster Instruments Inc | | | | | | | | |

Delphi Corporation
Class C General Unsecured Claims
Class 1C Ballot

| Creditor Name | Creditor Notice Name | Address 1 | Address 2 | Address 3 | City | State | Zip | Country |
|---|----------------------------------|--|------------------------|-----------|-------------------|-------|------------|---------|
| For All Seasons Limousine Inc | | 1776 Wisconsin Ave | | | Milwaukee, | WI | 53202-9788 | |
| Force Electronics | | 21 N Pine St | | | North Massapequa, | NY | 11758 | |
| Ford Tool & Carbide Inc | | 58 Jonslin Rd | | | Wilmington, | MA | 01887-4870 | |
| Ford Tool and Carbide Co Inc | | PO Box 576 | | | Birmingham, | AL | 35234 | |
| Form A Chip Inc | Judy Oneal | PO Box 576 | | | Birmingham, | AL | 35201 | |
| Form Roll Die Corp | | Kniess Saw & Tool Supply | 2069 Webster St | | Dayton, | OH | 45404 | |
| Form Tool & Mold Inc | | 217 Stafford St | | | Worcester, | MA | 01603 | |
| Forrest Business Interiors Inc | James F Geronimo Esq | 283 Walnut St | | | Meadville, | PA | 16355 | |
| Forrest Butch Freeman Oklahoma County Treasurer | | Attn Sandra Ross | 555 W Estabrook Blvd | | Milwaukee, | WI | 53222 | |
| Fort Wayne Wire Die Inc | | 320 Robert S Kerr Rm 307 | | | Fort Wayne, | IN | 46809-3005 | |
| Fortune Illinois | | 2424 American Way | | | Newark, | NJ | 07101-4830 | |
| Fortune X Ray Inc | | PO Box 48030 | | | Dayton, | OH | 45414 | |
| Foster Special Instruments Division Of Thos Inc | | 2524 Nordic Rd | | | Cincinnati, | OH | 45242-6909 | |
| Four Slide Technology Inc Eft | | 9402 Towne Square Ave Ste E | | | Warren, | MI | 48091 | |
| Foursides Inc | | 2130 E Ten Mile Rd | | | Madison Heights, | MI | 48071-4175 | |
| Fowler Mary A Dba Specialty Sewing | | 1701 E Lincoln Ave | | | Brownsville, | TX | 78520 | |
| Fox Excavating and Sewer | | 4823 Lakeway Dr | | | Sandusky, | OH | 44870 | |
| FPS Technologies Inc | FPS Technologies Inc | 1014 Franklin St | | | Birmingham, | AL | 35231 | |
| Fraen Machining | | PO Box 310219 | | | Boston, | MA | 02284-5046 | |
| Fraen Machining | | PO Box 84 5046 | | | | | | |
| Frankische USA LP | | Smith Gambrell & Russell LLP | 1230 Peachtree St NE | | Atlanta, | GA | 30309 | |
| Franchino Mold & Engr | Attn Simone Kraus | 5667 W Grand River | | | Lansing, | MI | 48906 | |
| Frank E Irish Inc | Attn Steve Willem CFO | 6701 English Ave | | | Indianapolis, | IN | 46219 | |
| Frank P Langley Co Inc | | 219 Creekside Dr | | | Amherst, | NY | 14228-0744 | |
| Franklin Covey Co | | PO Box 31456 | | | Salt Lake City, | UT | 84125-0127 | |
| Frankville Oil & Up Gas Co Inc | | 10616 Hwy K | | | Frankville, | WI | 53126 | |
| Frederica M Short | | 1609 Jackson St | | | Brookhaven, | MS | 39601 | |
| Freedom Fund Banquet | | 1528 Dr Martin Luther King Jr Way | | | Dayton, | OH | 45407 | |
| Freeseale Semiconductor Inc | c/o Susan M Freeman | Lewis and Roca LLP | 40 N Central Ave | | Phoenix, | AZ | 85004 | |
| Freese Enterprises Inc | | 45209 Helm St | | | Plymouth, | MI | 48170 | |
| Freightliner Lc | | 4747 N Channel Ave | | | Portland, | OR | 97208 | |
| Frontier Telephone Of Rochester Inc | | PO Box 23008 | | | Rochester, | NY | 14692-3008 | |
| Frontline Test Equipment Inc | | 337 W Rio Rd | | | Charlottesville, | VA | 22901 | |
| Fuji Machine America Corp | | 7432 Collection Cir Dr | | | Chicago, | IL | 60693 | |
| Fujikoki America Inc | Donnie J Anderson | 4040 Bronze Way | | | Dallas, | TX | 75237 | |
| Fujikura America Inc | Attn President | 3007 Oakmead Village Dr | | | Santa Clara, | CA | 95051 | |
| Fujitsu Components America Inc | Attn Accounting Manager | 250 E Caribbean Dr | | | Sunnyvale, | CA | 94086 | |
| Fujitsu Ten Corp Of America | Shig Onimura | 47800 Hayland Dr | | | Plymouth, | MI | 48170 | |
| Fulbright & Jaworski Llp | | 666 Fifth Ave | | | New York, | NY | 10103 | |
| Fulton Industries Inc | | PO Box 1823 | | | Toledo, | OH | 43604 | |
| Fultz Enterprises Inc | | 20 Cedar St | | | Franklin, | PA | 15323 | |
| Furukawa Electric North America APD Inc and | | | | | | | | |
| Furukawa Electric Company | Michael S McShwee | Varnum Riddering Schmidt & Howlett LLP | PO Box 352 | | Grand Rapids, | MI | 49501-0352 | |
| Future Die Cast & Engineering Inc | | 711 E State Pky | | | Schaumburg, | IL | 60173 | |
| Future Engineering Inc Eft | | 14100 Rocco Ct | | | Shelby Township, | MI | 48315 | |
| FX Springman Plating Company LLC | | PO Box 189 | | | Flushing, | MI | 48433 | |
| G & C Mold Co | FX Springman Plating Company LLC | 4600 W Bethel Ave | | | Muncie, | IN | 47204 | |
| Gage Marketing Support Ser Eft A Div Of Argenbright | | 11430 Cedar Oak Dr | | | El Paso, | TX | 79936 | |
| Gaines Mechanical Contractors Inc | | 101 Union St | Attn Richard Hordecki | | Plymouth, | MI | 48170 | |
| Ganney Transportation Services | Attn Jodi Dabb | 528 Hall Ave | | | Dayton, | OH | 45404 | |
| Gajjar Engineering Systems Inc | | 6000 Clay Ave SW | | | Grand Rapids, | MI | 49505 | |
| Gale Fire Protection Inc | | PO Box 669582 | | | Maricopa, | GA | 30066 | |
| Gapi Usa | | 10248 Pierce | PO Box 208 | | Freeland, | MI | 48623 | |
| Gar Properties Lc | | 300 Huls Dr | | | Clayton, | OH | 45315 | |
| Garbar Machine Co | | C/O Fir Associates | 205 St Paul St Ste 400 | | Rochester, | NY | 14604 | |
| Garcias Mold Repair | | 1786 Drexel Ave NW | | | Warren, | OH | 44485 | |
| Gardai Industries Llc | | 3348 Funston Pl | | | El Paso, | TX | 79936 | |
| Gardner Robin Inc | | 525 Wheatfield St | | | N Tonawanda, | NY | 14120 | |
| Gary L Shomber | David P Sulch Esq | 2625 Commons Blvd | | | Beavercreek, | OH | 45431 | |
| Gary L Shomber and Doris A | | 4205 South Karen Dr | | | Edmond, | OK | 73013-8148 | |
| Gary Prue | | Shomber J Ten | 4205 So Karen Dr | | Edmond, | OK | 73013-8148 | |
| Gbs Printing Products & System | | 370 E Audino Ln | | | Rochester, | NY | 14624 | |
| | | PO Box 2340 | | | North Canton, | OH | 44720 | |

W - 1C DOMESTIC W9 Parts 1-10

W - 1C DOMESTIC W9 Parts 1-10

Delphi Corporation
Class C General Unsecured Claims
Class 1C Ballot

| Creditor/Name | Creditor/Notice Name | Address1 | Address2 | Address3 | City | State | Zip | Country |
|--|---------------------------------------|-------------------------------|----------|----------|------------------|-------|------------|---------|
| Heule Tool Corp | | 4722a Interstate Dr | | | Cincinnati, | OH | 45246 | |
| Hewlett Associates Ltd | | PO Box 85135 | | | Chicago, | IL | 60694-5135 | |
| Hewlett Tool & Die Inc | | PO Box 47 | | | Oakford, | IN | 46965-0047 | |
| Hewlett Packard Financial Services Company fka | | 2125 E Katella Ave Ste 400 | | | Anaheim, | CA | 92806 | |
| Hewlett Packard Financial Services Corporation | Attn K Higman | | | | | | | |
| Compaq Financial Services Corporation | Attn Americas Recovery Leader | | | | | | | |
| Hi Lex Corp | | 420 Mountain Ave | | | Murray Hill, | NJ | 07974-0006 | |
| Hi Tech Steel Treating Inc | | PO Box 77000 Dept 77233 | | | Detroit, | MI | 48277-0233 | |
| Hibbett Karlsson & Sorensen Inc Michigan | | 2720 Roberts St | | | Saginaw, | MI | 48601 | |
| Hiden Analytical Inc | | 14500 Sheldon Rd Ste 160 | | | Plymouth, | MI | 48170-2440 | |
| High Tech Systems & Equipment Inc | | 75 Hancock Rd | | | Peterborough, | NH | 03458 | |
| Higher Ground Maintenance Corp | | 7500 Morgan Rd | | | Cleves, | OH | 45002 | |
| Higher Ground Printer Services | | 12001 Technology Drive A403 | | | Eden Prairie, | MN | 55344 | |
| Hillsborough County Tax Collector | | 1681 Sweet Rd | | | East Aurora, | NY | 14052 | |
| Hill Inc | | PO Box 172920 | | | Tampa, | FL | 33602 | |
| Himmelstein S & Co | Hill Inc | PO Box 21148 | | | Tulsa, | OK | 74121 | |
| Hinkley Inc | | 2490 Pembroke Ave | | | Hoffman Estates, | IL | 60185 | |
| Hisco Inc | Attn Gaylord P Whiting | PO Box 60210 | | | Rosford, | OH | 43460 | |
| Hilachi Chemical Singapore Pte Ltd fka Hilachi | | 6650 Concord Park Dr | | | Houston, | TX | 77040 | |
| Hilachi Chemical Asia Pacific Pte Ltd | Attn Menachem O Zelmanovitz Esq | co Morgan Lewis & Bockius LLP | | | New York, | NY | 10178 | |
| Hilachi Metals America Ltd | | 2 Manhattanville Rd Ste 301 | | | Purchase, | NY | 10577 | |
| Hilachi Metals America Ltd | | 2 Manhattanville Rd Ste 301 | | | Purchase, | NY | 10577 | |
| Hilack Power Corporation | | 10221 Buena Vista Ave | | | San Jose, | CA | 92071 | |
| Hilanco | | 160 Sweet Hollow Rd | | | Old Bethpage, | NY | 11804 | |
| Hille Machine & Tool Co | | 2122 Dr Martin Luther King Jr | | | Indianapolis, | IN | 46202 | |
| Hk Systems Inc | | 2855 S James Dr | | | New Berlin, | WI | 53151 | |
| Hm Royal Incorporated | | PO Box 28 | | | Trenton, | NJ | 08601 | |
| Hobart Brothers Co | | 400 Trade Sq E | | | Troy, | OH | 45373 | |
| Hobart Corp | A division of ITW Ford Equipment | | | | | | | |
| Hobart Sales and Service | Group | Attn Anita Culler | | | Troy, | OH | 45374-0001 | |
| Hof & Associates Inc | Dan | 181 Industrial Pkwy | | | Mansfield, | OH | 44903 | |
| Holst & Crane Service Corp & Sierra Liquidity Fund | | 45211 Helm St | | | Plymouth, | MI | 48170 | |
| Holiday Inn Hotels & Suites | Sierra Liquidity Fund | 2695 White Rd Ste 255 | | | Irvine, | CA | 92614 | |
| Hollenberg Equipment Co | | 2455 Dryden Rd | | | Moraine, | OH | 45439 | |
| Holland Special Delivery | Gene Parts | 9513 Us 250n | | | Milan, | OH | 44846 | |
| Hollingsworth & Vese Co | | 3068 Highland Dr | | | Hudsonville, | MI | 49426 | |
| Hollingsworth Lumber | Darin | 112 Washington St | | | East Walpole, | MA | 02032-100 | |
| Holm Industries Inc | | 6810 West 400 South | | | Russville, | IN | 46779 | |
| Holt Company Of Ohio Inc | | 12459 Collections Cir Dr | | | Chicago, | IL | 60693 | |
| Holt Electric Company | Ohio Cat | 3993 E Royallan Rd | | | Broadview Hts, | OH | 44147 | |
| Holt Electric Company | Holt Electric Company | 135 S LaSalle Dept 3866 | | | Chicago, | IL | 60674-3866 | |
| Home Office Enterprises Inc | | 2506 Hess | | | Saginaw, | MI | 48601 | |
| Honeywell International Aerospace | Deb Mains | 1140 W Warner Rd Bldg 1233 M | | | Tempe, | AZ | 85284 | |
| Honeywell International HPS | | 1140 W Warner Rd Bldg 1233-M | | | | | | |
| Honeywell International Inc | Debbie Jackson Associate Accounting | Acas Cash Services | | | Golden Valley, | MN | 55422 | |
| Honeywell International S & C | Deb Mains | 1140 W Warner Rd Bldg 1233 M | | | Tempe, | AZ | 85284 | |
| Honigman Miller Schwartz and Cohn LLP | Judy B Callon | 660 Woodward Ave Ste 2230 | | | Detroit, | MI | 48226 | |
| Hood Guys Inc | Frank Terranova | PO Box 473 | | | Getzville, | NY | 14068 | |
| Hoover Machine Inc Ta | Cust Service | 3587 Frederick Gingham Rd | | | Tipp City, | OH | 45371 | |
| Horizon Solutions | | 2005 Brighton Hemmetta Tr Rd | | | Rochester, | NY | 14692-0203 | |
| Horton Bay Controls Inc | | 7260 S Elm St | | | Swartz Creek, | MI | 48473 | |
| Hoskins Manufacturing Co | Accounts Receivable | 10776 Hall Rd | | | Hamburg, | MI | 48139-0218 | |
| Hollinger Baldwin Measurements Inc | | 19 Bartlett St | | | Mariboro, | MA | 01752 | |
| Holler Davis Inc | | PO Box 33166 | | | Newark, | NJ | 07188-0166 | |
| Howard County Partners in Education | | 100 Paragon Dr | | | Rochester, | NY | 14624 | |
| Howard County Partners in Education | | C/o Indiana University Kokomo | | | Kokomo, | IN | 46904 | |
| Howt Arthur And Vivian | c/o Lauding George Rutherford & Sipes | Linda George Esq | | | Indianapolis, | IN | 46204 | |
| Hozers Hearing Healthcare | | 2135 Brenner St | | | Saginaw, | MI | 48602 | |
| Hp | | 20555 Sh 249 | | | Houston, | TX | 77070 | |
| Hp Products Corp | | PO Box 68310 | | | Indianapolis, | IN | 46268 | |
| Hrl Laboratories | | 3011 Malibu Canyon Rd | | | Malibu, | CA | 90265 | |
| Hic Global Services Inc | | 3270 W Big Beaver Rd | | | Troy, | MI | 48064 | |
| Hig Corp Inc | | Tiffin Div | | | Tiffin, | OH | 44883 | |

Delphi Corporation
Class C General Unsecured Claims
Class 1C Bailot

| Creditor Name | Creditor Name | Address | Address | City | State | Zip | County |
|--|---------------------------------|----------------------------|--------------------------|------------------|-------|------------|--------|
| UE CWA for itself and its Affiliated Local Unions et al | Thomas M Kennedy Susan M Jennik | Kennedy Jennik & Murray PC | 113 University Pl | New York | NY | 10003 | |
| UE CWA for itself and its Affiliated Local Unions et al | Thomas M Kennedy Susan M Jennik | Kennedy Jennik & Murray PC | 113 University Pl | New York | NY | 10003 | |
| UE CWA for itself and its Affiliated Local Unions et al | Thomas M Kennedy Susan M Jennik | Kennedy Jennik & Murray PC | 113 University Pl | New York | NY | 10003 | |
| UE CWA for itself and its Affiliated Local Unions et al | Thomas M Kennedy Susan M Jennik | Kennedy Jennik & Murray PC | 113 University Pl | New York | NY | 10003 | |
| UE CWA for itself and its Affiliated Local Unions et al | Thomas M Kennedy Susan M Jennik | Kennedy Jennik & Murray PC | 113 University Pl | New York | NY | 10003 | |
| UE CWA for itself and its Affiliated Local Unions et al | Thomas M Kennedy Susan M Jennik | Kennedy Jennik & Murray PC | 113 University Pl | New York | NY | 10003 | |
| Ivan Doverspike Co | Judith Rusnak | 9501 Conner | | Detroit | MI | 48213 | |
| W Tech Community College of Indiana | Infarm Chancellor | 4301 S Cowan Rd | | Muncie | IN | 47302 | |
| J Con E D I Services | J H Bennett and Co Inc | 518 PO 31060 | | Tucson | AZ | 85751 | |
| J H Bennett and Co Inc | | PO Box 8028 | 23875 Venture Dr | Novi | MI | 48376 | |
| M Tech Systems Inc | | PO Box 45488 | | Edison Rough | LA | 70885 | |
| JP Products Co Inc | | 720 Vandenberg Rd | | King Of Prussia | PA | 19406 | |
| JP Products Co Inc | | 3653 S Buckingham Ct | | Brownsville | TX | 78226 | |
| JP Products Co | | 926 Karr Rd | | Arcanum | OH | 45304 | |
| JP Quality Assurance Group Eit | | PO Box 9603 | Springwells Ave | Detroit | MI | 48209 | |
| Jabil Circuit Inc | | Alejandro Dumas 11341 | | Chihuahua | MS | 31109 | |
| Jack Ka Catering Inc | | 1001 Industrial Park Dr | | Clinton | MS | 39056 | |
| Jack L Melling Executor Estate of Hazel Doris Charles and Administrator Estate of Lawrence Charles | Law Office of Lenore C Garon | 2412 Falls Place Court | | Falls Church | VA | 22302 | |
| Jackson Industrial Sales Inc | | 1321 Buena Vista St Ne | | Canton | OH | 44714-1078 | |
| Jackson Blue Print & Supply | | 121 E Pearl St | PO Box 182 | Jackson | MS | 39205 | |
| Jacobus Industries Inc | | 700 Anthony Trail | | Northbrook | IL | 60062 | |
| Jacobus Industries Inc | William S Hackney | PO Box 67003 Dept 275601 | | Detroit | MI | 48267-2758 | |
| Jada Precision Plastics Co Eit Inc | | 1687 Emerson St | 181 N Wacker Dr Ste 1803 | Chicago | IL | 60606 | |
| Jacobs Finichman & Mangel LP | | First Bank Building | | Rockaster | NY | 14606 | |
| Jamark Fabrication Inc Eit | | PO Box 619135 | Twelve Fountain Plaza | Buffalo | NY | 14202-2292 | |
| Jamco Electronics | | 1355 Stonewall Rd | | Dallas | TX | 75261-1135 | |
| Jamco Electronics | | 270 Leroy Hill Rd | | Edinmont | CA | 94002 | |
| James J Rolled Trustee Uw | | 15078 Woodson Dr | Box 132 | Laurel | MS | 39443 | |
| James R Truett Jr | | 8917 Moss Trail | | Caspee | NH | 03864-0132 | |
| Jameson Continer Corp | | Specialty Products Div | | Wadfield | OH | 44062 | |
| Jameson Moraine Inc | | 2250 Arbor Blvd | 2345 Walden Ave | Dallas | TX | 75231-1409 | |
| Jameson Moraine Inc | | 2250 Arbor Blvd | | Buffalo | NY | 14225 | |
| Jameson Moraine Inc | | 2250 Arbor Blvd | | Moraine | OH | 45439 | |
| Jameson Moraine Inc | | 2250 Arbor Blvd | | Moraine | OH | 45439 | |
| Jameson Moraine Inc | | 108 Main St | | Moraine | OH | 45439 | |
| Jameson Plastics Inc | | 8806 Highland Ave | | Jameson | PA | 16134 | |
| Jameson Plastics Inc | | 8806 Highland Ave | | Brocton | NY | 14716 | |
| Jameson Plastics Inc | | 894 Shadow Lakes | PO Box U | Brocton | NY | 14716-0680 | |
| Jameson Plastics Inc | Karen Jamison | PO Box 70 | | Lithonia | GA | 30058-3228 | |
| Jung Myungyan | | 2337 Melard Ln Apt 1 | | Davon | OH | 45449 | |
| Jung Myungyan | | 2070 Airport Rd | | Beavercreek | OH | 45431 | |
| Jung Myungyan | | PO Box 650233 | | Waterford | MI | 48327-1204 | |
| Jung Myungyan | | PO Box 3332 | | Indianapolis | IN | 46268-0233 | |
| Jung Myungyan | | PO Box 130 | | Fannington Hills | MI | 48333 | |
| Jung Myungyan | Alth Shady Allen | PO Box 1634 | | Lowell | AR | 72745 | |
| Jung Myungyan | | 9808 S Plankton Dr | | Buffalo | NY | 14225 | |
| Jung Myungyan | | 4111 W Conestoga Rd Apt 15 | | Franklin | MI | 48132 | |
| Jung Myungyan | Brian Vanswol | 200 S Executive Dr Ste 400 | | Brookfield | PA | 15333 | |
| Jung Myungyan | co Travis W Hardwick Esq | PO Box 868 | | Decatur | WI | 53505 | |
| Jung Myungyan | | 8026 Kensington Ct | | Brighton | MI | 48116 | |
| Jung Myungyan | Randy Schimmler | C o Morgan And Morgan | 16th Fl 20 N Orange Ave | Orlando | FL | 32802 | |
| Jung Myungyan | | 6552 Arrow Dr | PO Box 4979 | Stirling Heights | MI | 48314 | |
| Jung Myungyan | | 1613 Via Apple St | | El Paso | TX | 79912 | |
| Jung Myungyan | Sierra Liquidity Fund | 2689 White Road Ste 255 | | Irvin | CA | 92614 | |

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W - 1C DOMESTIC W9 Parts 1-10

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WW - 1C DOMESTIC W9 Parts 1-10

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W-1C DOMESTIC WB Pans 1-10

Delphi Corporation
Class C General Unsecured Claims
Class 1C Ballot

| Creditor/Name | Address1 | Address2 | Address3 | City | State | Zip | Country |
|---|-------------------------------|---------------------------|----------|--------------------|-------|------------|---------|
| Packaging Plus | 1735 Loma Ct | | | Fibers, | IN | 46038 | |
| Packaging Products Inc | 57 Bristol St | | | Wetbury, | CT | 06708 | |
| Palmco International Inc EIR | PO Box 315 | | | Sigrock, | PA | 19274 | |
| Palmco Moving & Storage | 24660 Dequindre Rd | | | Warren, | MI | 48091-3332 | |
| Palmco Moving & Storage | 24660 Dequindre Rd | | | Warren, | MI | 48091 | |
| Palm Transport Inc | PO Box 1000 Dept 340 | | | Memphis, | TN | 38148-0540 | |
| Paraflex Inc | 601 Westport Pkwy Ste 100 | | | Grapevine, | TX | 76051 | |
| Paraflex Inc | 800 E Devon Ave | | | Elk Grove Village, | IL | 60007-5224 | |
| Parasonic Automotive Systems Company of America | | | | | | | |
| Division of Parasonic Company of North America | 776 Hwy 74 S | | | Peachtree City, | GA | 30269 | |
| Parather II Transportation | 4940 Panther Pkwy | | | Seville, | OH | 44273 | |
| Parade Packaging Inc | Fortune Plastics of Illinois | 262 S Straddle Ave | | Mundelein, | IL | 60060-3105 | |
| Paradigm Design Solutions Inc | 4300 Grand Haven Rd | | | North Shore, | MI | 48441 | |
| Paragon Technologies Inc | 5775 Ten Mile Rd | | | Warren, | MI | 48091-1590 | |
| Parallax Inc | 699 Menlo Dr No 100 | | | Rocklin, | CA | 95765 | |
| Parallax Inc | 140 Kendrick St | | | Needham, | MA | 02494 | |
| Paraphase Technology Corp | 1308 Belmont Dr | | | Belcamp, | MD | 21017 | |
| Paramount Die Co Inc Paramount Dlas | 1200 W 58th St | | | Cleveland, | OH | 44102 | |
| Paramount Stamping & Welding | Alto Jerry Greenfield Esq | 2 State St Ste 1800 | | Rochester, | NY | 14614 | |
| Park Enterprises of Rochester Inc | 7000 Denton Ave | | | Cleveland, | OH | 44102 | |
| Park Ohio Products Inc | | | | | | | |
| Parker Hannifin Corporation | 6035 Parkland Blvd | | | Cleveland, | OH | 44124 | |
| Parker Machinery Movers Equipment | 2024 Pillsbury Ave | | | Indianapolis, | IN | 46218 | |
| Parker Rust Proof Of Cleveland | 1686 Arabella Rd | | | Cleveland, | OH | 44112 | |
| Parland Design Corporation Inc | 1405 Loyal Ave | | | Rochester, | NY | 14605 | |
| Parview Metal Products | Miller Johnson | PO Box 308 | | Grand Rapids, | MI | 49501-0508 | |
| Parkway Products Inc EIR | PO Box 630188 | | | Cincinnati, | OH | 45283-0001 | |
| Parsons Brinckerhoff Quade | & Douglas Inc | 50 Lakefront Blvd Ste 111 | | Buffalo, | NY | 14202 | |
| Pat Lomakin | 207 Fieldstone Dr | | | Glenhew, | PA | 11516 | |
| Paul Hastings Janofsky and Walker Lip | 515 S Flower St 25th Fl | | | Los Angeles, | CA | 90071 | |
| Paul Neff & Associates | 320 Regency Ridge Dr | | | Centerville, | OH | 45459 | |
| Pauline C Holland | 5080 Falcon Chase Ln NE | | | Atlanta, | GA | 30342 | |
| Paulo Products Co | 5620 W Park Ave | | | St Louis, | MO | 63110 | |
| Pawo Inc | 1370 Pullman Dr Bldg B | | | Chicago, | IL | 60675-6061 | |
| Paxon Products | 75 Remittance Dr Ste 6061 | | | Chicago, | IL | 60675-6061 | |
| PCC | PO Box 88460 | | | Louisville, | KY | 40285-8460 | |
| Pc Computers & Software Inc | 8125 G E 51st St | | | Tulsa, | OK | 74145 | |
| PcB Plazotronics | 1000 Guilford Pl | 288 Main St | | Buffalo, | NY | 14202 | |
| Pee | 34484 Dorcas | | | Frederic, | MI | 48026 | |
| Pel Systems Wnty rep | 44000 Old Wagon Springs Blvd. | | | Franklin, | CA | 94538 | |
| Peak Technologies Inc | PO Box 8500 54955 | | | Philadelphia, | PA | 19178-4955 | |
| Peaktron Cynthia A | 5306 Hiramilton Dr | | | Troywood, | OH | 45228 | |
| Pedersen Education Inc | 200 Old Tappan Rd | | | Old Tappan, | NJ | 07675 | |
| Pedersen Keenan King Wachberg & Andzjak Pc | 4057 Pontiac Dr Ste 300 | | | Commerce Township, | MI | 48390-1363 | |
| Pearson Education Inc | 79 Perry St | | | Buffalo, | NY | 14203-3057 | |
| Pearless Mill Supply Co Inc | 2450 Austin Ave | | | Troy, | MI | 48068 | |
| Pearless Steel Company Inc | PO Box 1296 | | | Dayton, | OH | 45401 | |
| Pegasus Transportation Co EIR | 4001 N Riverside Dr | | | Tampa, | FL | 33603-3226 | |
| Pegasus Imaging Corporation | 1400 Emerson St | | | Rochester, | NY | 14606 | |
| Peiko Precision Products Inc | 6625 Delphi Dr | | | Troy, | MI | 48068 | |
| Penna Juan E | 55 E Monroe St | | | Chicago, | IL | 60603 | |
| Penna Aluminum International Inc | 40th Flr | | | | | | |
| Penna Engineering & Manufacturing Corp | 5190 Old Euston Rd | | | Danboro, | PA | 18915 | |
| Penn United Technology Inc | PO Box 413 | | | Saxonyburg, | PA | 16056 | |
| Pennsylvania Electric Motor Service Inc | 2227 E 33rd St | | | Erie, | PA | 16510 | |
| Perattech Industrial Tools Inc | 316 Thomson Park Dr | | | Canberry, | PA | 16069 | |
| Pepsi Cola General Bottlers Inc | 75 Romantica Dr Ste 1884 | | | Chicago, | IL | 60675-1884 | |
| Pepsi Cola General Bottlers Inc | 5301 N 57th St Ste 102 | | | Lincoln, | NE | 68507-3150 | |
| Perrigo Inc | 4th Jeffery Oxc | | | New Brunswick, | NJ | 08903 | |
| Perez Rebecca C/O Delphi New Brunswick Plant | 51410 Millard Dr Ste 110 | | | Macomb, | MI | 48042 | |
| Perrin Water Co Lts The | 1320 S Indiana Ave | | | Labron, | IN | 46052 | |
| Perfection Products Inc | 1449 E Algonquin Rd | | | Mid Prospect, | IL | 60558-0275 | |
| Perfection Spring & Stamping Corp | 3020 Production Ct | | | Dayton, | OH | 45414-3514 | |
| Perfection Tool & Mold Corp | 3020 Production Ct | | | Dayton, | OH | 45414-3514 | |

| Company Name | Credit Officer Name | Address 1 | Address 2 | Address 3 | City | State | Zip | Country |
|--|--|---------------------------------|------------------------|-----------|--------------------------|-------|------------|---------|
| Select Industries Corporation | Paige Leigh Elleman Esq | Taft Stettinius & Hollister LLP | 425 Walnut St Ste 1800 | | Cincinnati, Ohio | OH | 45202 | |
| | | PO Box 1150 | | | Framingdale, El Paso, TX | TX | 11735 | |
| Semcoenergy Gas Company | Semix Incorporated | 5130 Gateway East | | | Detroit, MI | MI | 79905 | |
| | | PO Box 79001 | | | Irvine, CA | CA | 94538-8360 | |
| Sierra Liquidity Fund | Seneca Ceramics Corp & Sierra Liquidity Fund | 4160 Technology Dr | | | Fremont, CA | CA | 92614 | |
| | | 2699 White Rd Ste 255 | | | Cincinnati, OH | OH | 45271-0365 | |
| Seneca Wire & Mfg Co | Senotec Inc | PO Box 710365 | | | Chicago, IL | IL | 60693 | |
| | | 13137 Collections Cir Dr | | | Toledo, OH | OH | 43612 | |
| Southern Fluid Controls LLC | Sentry Business Products | 3702 Opportunity Dr | | | North Tonawanda, NY | NY | 14120-0588 | |
| | | PO Box 588 | | | Greenfield, IN | IN | 46140-5001 | |
| Sermacoat Inc | Mr Jack Clements Credit Manager | 1279 Rickett Rd | PO Box 5001 | | Brighton, MI | MI | 48116 | |
| | | 2190 W Main St | | | Greenfield, IN | IN | 46140-5001 | |
| Service Filtration Corp dba Serfilco Ltd | Service Industrial Inc | 2900 MacArthur Blvd | | | Northbrook, IL | IL | 60062 | |
| | | 102 Fran Ave | | | San Antonio, TX | TX | 78207 | |
| Service Transport Inc | Service Tech Inc | PO Box 2749 | | | Cookeville, TN | TN | 38502-2749 | |
| | | 430 Marsh Hawk Dr | | | Folsom, CA | CA | 95630-8585 | |
| Sexton Gary H | SFS Intec Inc | 1027 Chaler Ave | | | New Carlisle, OH | OH | 45344 | |
| | | Spring St & Van Reed Rd | PO Box 6326 | | Wyomissing, PA | PA | 19610 | |
| Sg Industries Inc | SGL Carbon LLC | 8113 Macon Rd | | | Cordova, TN | TN | 38016 | |
| | | 8600 Bill Ficklen Dr | | | Charlottesville, VA | VA | 22827 | |
| Sgs North America Inc | Sgs North America Inc | 12621 Featherwood Dr Ste 150 | | | Houston, TX | TX | 77034 | |
| | | PO Box 153 | | | Roanoke, NJ | NJ | 08554 | |
| Shako Inc | Sharp Packaging Inc | PO Box 350016 | | | Boston, MA | MA | 02241-0516 | |
| | | PO Box 124 | Ste 310 | | Sussex, WI | WI | 53089 | |
| Shaw Steel Co | Shaw Water Co Eit | 18201 Villaview Rd | | | Cleveland, OH | OH | 44119 | |
| | | 320 W Bristol | PO Box 66 | | Saginaw, MI | MI | 48602 | |
| Shelby Die Casting Co | Shelby Twp Dept Of Pub Wks Ml | Attn A R Natalie Cantrell | | | Fayette, AL | AL | 35555-0068 | |
| | | 3333 23 Mile Rd | | | Shelby Twp, MI | MI | 48316-4405 | |
| Shermetta Chirimo & Adams | Sherwin Williams Automotive Finishes Corp | PO Box 5016 | | | Rochester, MI | MI | 48308 | |
| | | | | | Warrensville Heights, OH | OH | 44128 | |
| Sherwin Williams Automotive Finishes Corp | Sherwin Williams Company | 4440 Warrensville Center Rd | | | Cleveland, OH | OH | 44115 | |
| | | 101 Prospect Ave NW | 825 Republic Bldg | | Cleveland, OH | OH | 44115 | |
| Sherwin Williams Company | Sherwin Williams Company | 101 Prospect Ave NW | 825 Republic Bldg | | Cleveland, OH | OH | 44115 | |
| | | 101 Prospect Ave NW | 825 Republic Bldg | | Cleveland, OH | OH | 44115 | |
| Shin Ecu Polymer America Inc | Shin Ecu Polymer America Inc | 5600 Mowry School Rd Ste 320 | | | Newark, CA | CA | 94580 | |
| | | 47200 Port St | | | Plymouth, MI | MI | 48170 | |
| Shinchiang Electronics Co Ltd | Shinboa International Inc | Attn Accounts Receivable | 870 W 190th St Ste 520 | | Torrance, CA | CA | 90502 | |
| | | 3750 Stewarts Ln | | | Nashville, TN | TN | 37218 | |
| Shippers International | Shirck Thomas M | 4925 Bradenton Ave | Suite C | | Dublin, OH | OH | 43017 | |
| | | 4925 Bradenton Ave | Suite C | | Dublin, OH | OH | 43017 | |
| Shirck Thomas M | Shirck Thomas M | 5814 Heasley Rd | | | Dublin, OH | OH | 43017 | |
| | | 1255 Reliable Pkwy | | | Mentor, OH | OH | 44060 | |
| Shoreline Container Inc | Shop Supply & Tool Co Inc | PO Box 10907 | | | Chicago, IL | IL | 60686 | |
| | | PO Box 84564 | | | Atlanta, GA | GA | 30384-0607 | |
| Shrink Packaging Systems Corp | Shue & Vork Inc Eit | PO Box 123 | | | Boston, MA | MA | 02284-5454 | |
| | | 10 South Wacker Drive 40th FL | | | Flint, MI | MI | 48501 | |
| Siemens Adtegesellschaft | Siemens Building Technologies Inc | FagelHaber LLC | 35 E Monroe St 40th FL | | Chicago, IL | IL | 60606 | |
| | | | | | Chicago, IL | IL | 60603 | |
| Siemens Energy & Automation Inc Successor By Way of Merger to Siemens Logistics & Assembly Systems Inc | Siemens VDO Automotive Corporation | McGuire Woods LLP | One James Center | | Richmond, VA | VA | 23219 | |
| | | 2400 Executive Hills Blvd | | | Auburn Hills, MI | MI | 48326-2980 | |
| Siemens VDO Automotive Corporation Assignee of American Electronic Components Inc | Siemens VDO Automotive Corporation | Sachnotz & Weaver Ltd | 10 S Wacker Dr 40th FL | | Chicago, IL | IL | 60606 | |
| | | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| Sierra Liquidity Fund | Sierra Liquidity Fund | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| | | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| Sierra Liquidity Fund | Sierra Liquidity Fund | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| | | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| Sierra Liquidity Fund | Sierra Liquidity Fund | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| | | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| Sierra Liquidity Fund | Sierra Liquidity Fund | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| | | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| Sierra Liquidity Fund | Sierra Liquidity Fund | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| | | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| Sierra Liquidity Fund | Sierra Liquidity Fund | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| | | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| Sierra Liquidity Fund | Sierra Liquidity Fund | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| | | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| Sierra Liquidity Fund | Sierra Liquidity Fund | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |
| | | 2699 White Rd Ste 255 | | | Irvine, CA | CA | 92614 | |

Delphi Corporation
Class C General Unsecured Claims
Class 1C Ballot

| CreditorName | CreditorNoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|--|---|-------------------------------------|---------------------------|-----------------|-------------------|-------|------------|---------|
| Tenaxol Inc | | 1001 E Centralia St | | | Elkhorn, | WI | 53121 | |
| Tennant Co | | PO Box 71414 | | | Chicago, | IL | 60694-1414 | |
| Tenneco Automotive Brasil Ltda | Jo o Ronald R Peterson | Jenner & Block LLP | One IBM Plaza | | Chicago, | IL | 60611 | |
| Tennessee Valley Authority Tva | Harriet A Cooper Assistant General | 400 W Summit Hill Dr | | | Knoxville, | TN | 37902-1401 | |
| Tennessee Valley Recycling Llc | | Po Drawer H | | | Decatur, | AL | 35602 | |
| Terminix | | 3785 Bridmoor Se Ste G | | | Grand Rapids, | MI | 49512 | |
| Terminix Intl Co Lp | | 6230 Dixie Hwy | | | Bridgeport, | MI | 48722-9513 | |
| Terminix Ohio Commercial | | 4785 Ste B Emerald Way | | | Midletown, | OH | 45044 | |
| Terra Technologies Inc | John | PO Box 21357 | | | Louisville, | KY | 40221-0357 | |
| Terry Service Inc Terry Trane Service Agency | | PO Box 1557 | | | Ridgeland, | MS | 39158 | |
| Tesac AG | Karen Ostad Esq | James J DeCristofaro Esq | Lovells | 560 Madison Ave | New York, | NY | 10022 | |
| Tesec Inc | | 20 Kenasia Ave | | | Danbury, | CT | 06810 | |
| Tesma International | | 23300 Hagerpy Rd 200 | | | Farmington Hills, | MI | 48335-2605 | |
| Test & Measurement Systems Inc | | 750 14th St Sw | | | Loveland, | CO | 80537 | |
| Test America Analytical Testing | | 1380 Busch Parkway | | | Buffalo Grove, | IL | 60089 | |
| Test Equipment Distributors | | Llc | | | Troy, | MI | 48083 | |
| Test Products Inc | | 41255 Technology Park Dr | 1370 Piedmont | | Sterling Heights, | MI | 48314-4102 | |
| Testing Services Group & Sierra Liquidity Fund | Sierra Liquidity Fund | 2699 White Road Ste 255 | | | Irvine, | CA | 92614 | |
| Testnet Inc | | 1300 Chase St | | | Algonquin, | IL | 60102-9667 | |
| Tespro Systems Inc | Jim Bell | 2119 Metro Circle | | | Huntsville, | AL | 35801 | |
| Tetra Mold & Tool Inc Eit | Jill Reese A R Mgr | 51 Quick Rd | | | New Carlisle, | OH | 45344 | |
| Texas Comptroller Of Public Accounts Undeclared Prop | | PO Box 12019 | | | Austin, | TX | 78711-2019 | |
| Divi | | Munsch Hardt Kopf & Harr PC | 500 N Akard St Suite 3800 | | Dallas, | TX | 75201-6659 | |
| Texas Instruments Incorporated | Joseph J Wiebelski Esq | 10715 Harry Hinds Blvd | | | Dallas, | TX | 75220 | |
| Texas Process Equipment | | PO Box 67000 Dept 226701 | | | Detroit, | MI | 48267-2267 | |
| Tg North America Corp | | PO Box 67000 Dept 176101 | | | Detroit, | MI | 48267-1761 | |
| Tg North America Corp Tg Missouri | | 5365 Hill 23 Dr | | | Flint, | MI | 48507 | |
| Tgl Direct Inc | | 5365 Hill 23 Dr | | | Flint, | MI | 48507-390 | |
| Tgl Direct Inc | | PO Box 49489 | | | Dayton, | OH | 45449-4989 | |
| Thal Mor Associates Inc Eit | | Alt General Counsel | 321 Broadway | PO Box 860 | Saratoga Springs, | NY | 12866 | |
| The Ayco Company LP | Lz Colwell | 600 N Aurora Rd | | | Aurora, | OH | 44202 | |
| The Benram Inc & Conference Ctr | David Tilton CFO | 541 Division St | | | Campbell, | CA | 95008 | |
| The Bnt Group Inc | The Chas E Phipps Company | 4560 Willow Pkwy | | | Cleveland, | OH | 44125 | |
| The Chas E Phipps Company | | Dept 81 | PO Box 21228 | | Tulsa, | OK | 74121-1338 | |
| The Condit Company Inc | | 1065 Woodman Dr | | | Dayton, | OH | 45432 | |
| The Dayton Power and Light Company | | PO Box 804 | | | Berea, | OH | 44017 | |
| The Esabrook Corporation | co Penn Ayers Butler Esq | Squire Sanders & Dempsey LLP | 600 Hansen Wy | | Palo Alto, | CA | 94304-1043 | |
| The Furukawa Electric Co Ltd | ICI Paints | 15855 W Sprague Rd | HQW Rm A105 | | Strongsville, | OH | 44136 | |
| The Gildren Company dba ICI Paints | Jennifer Jones | 1918 Bassett | | | El Paso, | TX | 79901 | |
| The Growing Concern | | PO Box 357 | | | Toledo, | OH | 43687 | |
| The H Poll Electric Co | | 240 W Fifth St | PO Box 120 | | Minster, | OH | 45865 | |
| The Minster Machine Company | Altn Mary Bergman | One Reynolds Way | | | Dayton, | OH | 45430 | |
| The Reynolds and Reynolds Company | | 1401 Sycamore Line | PO Box 557 | | Sandusky, | OH | 44870 | |
| The Sandusky Paint Company | | PO Box 800 | | | Gadsden, | AL | 35902-0800 | |
| The Water Works & Sewer Brd Al | co Benjamin F Mann | Blackwell Sanders Pepper Martin LLP | 4801 Main Ste 1000 | | Kansas City, | MO | 64112 | |
| Therm O Disc Inc | | PO Box 93825 | | | Cleveland, | OH | 44101 | |
| Therm O Link Inc Eit | | PO Box 4379 | | | Thousand Oaks, | CA | 91359 | |
| Thermallo | Altn Lisa Gonzalez | 2821 Old Rte 15 | | | New Columbia, | PA | 17856 | |
| Thermal Product Solutions | | 2759 Gunter Park Dr W | | | Montgomery, | AL | 36109 | |
| Thermalmax Inc | | Thermax Wire L P | 8946 Winneka Ave | | Norridge, | CA | 91324 | |
| Thermacel | Thermo Electron | 1400 Northpointe Pkwy Ste10 | | | West Palm Beach, | FL | 33407 | |
| Thermo Electron North America | John N Boucher | 331 Melody Ln | | | Casselberry, | FL | 32718-1220 | |
| Thermocarbon Incorporated | Thermolech Company | 1302 S 5th St | | | Hopkins, | MN | 55343 | |
| Thermolech Company | | 900 Clancy Ave N E | | | Grand Rapids, | MI | 49503 | |
| Thi Inc Thierica Inc | attn Ms Joan Coblenz | 42925 W Nine Mile Rd | | | Novi, | MI | 48375 | |
| Thielenhaus Microfinish Corporation | | 900 Clancy Ave NE | | | Grand Rapids, | MI | 49503 | |
| Thierica Equipment Corp | | 200 E Commerce Dr | | | Schaumburg, | IL | 60173 | |
| Tik America Inc | Thomas Hill | 9597 Hwy 494 | | | Little Rock, | MS | 39337 | |
| Thomson Communications & Electronics Inc | | PO Box 465 | | | New Castle, | IN | 47362 | |
| Thompson Hine & Flory Lip | | 2000 Courthouse Plaza Ne | PO Box 8801 | | Dayton, | OH | 45401-8801 | |
| Thompson Machine the Tool & Die Group Inc | Thompson Machine the Tool & Die Group Inc | | | | Albuquerque, | NM | 87113 | |
| Thompson Machine the Tool & Die | Thompson Machine the Tool & Die Group Inc | 8400 Washington PINE | | | Albuquerque, | NM | 87113 | |

12/27/2007 10:12 PM
W - 1C DOMESTIC W9 Pads 1-10

Delphi Corporation
Class C General Unsecured Claims
Class 1C Ballot

| Creditor Name | Creditor Noted Name | Address 1 | Address 2 | Address 3 | City | State | Zip | Country |
|---|---------------------|------------------------------|-----------------------|--------------------------|-------------------|-------|------------|---------|
| Westfield Public Works | | 2728 E 171st St | | | Westfield | IN | 46074 | |
| West Automotive Canada | | PO Box 12700 | | | Seattle | WA | 98101 | |
| Wh Jones & Son Inc | | 1208 Military Rd | | | Burling | NY | 14217 | |
| Whelabrator Group | | 1606 Executive Drive | | | LaGrange | GA | 30240 | |
| Whited Brenda S | | 3937 W 71st St | | | Indianapolis | IN | 46268 | |
| Whiteside Communication Management | Attn Lisa Whiteside | 1838 Burdette | | | Ferdale | MI | 48220 | |
| Whiteside Communication Management | Attn Lisa Whiteside | 1838 Burdette | | | Ferdale | MI | 48220 | |
| Whiteside Communication Management | Attn Lisa Whiteside | 1838 Burdette | | | Ferdale | MI | 48220 | |
| Whiteside Communication Management | Attn Lisa Whiteside | 1838 Burdette | | | Ferdale | MI | 48220 | |
| Whiteside Communication Management | Attn Lisa Whiteside | 1838 Burdette | | | Ferdale | MI | 48220 | |
| Whiteside Machine & Repair Co Inc | | 4606 Shook Rd | | | Claremont | NC | 28610-8612 | |
| Whitla County Local Emergency Planning Committee | | 506 Holiday | | | Wichita Falls | TX | 76301-3311 | |
| Whitla Falls City Of Tx | | PO Box 1440 | | | Wichita Falls | TX | 76307-7632 | |
| Whit Media Services | | 12801 N Central Expwy No 770 | | | Dallas | TX | 75082 | |
| Whose Oldmobile Sinc Inc | | 1400 E Blvd | | | Kokomo | IN | 46902 | |
| Whitman Scale Company | | 3800 Camp Creek Plwy | Building 2600 Ste 102 | | Atlanta | GA | 30331 | |
| Whit Bull Express Inc G Edward Wikel Inc | | 10216 St Rt 13 | One Madison Ave | | Huron | OH | 44839 | |
| Whitby Associates Inc | | Wilcox Professional Svcs Lc | | | Swickley | PA | 15143-2431 | |
| William J Feltz Jr | | 2255 Masonic Dr | | | Indianapolis | IN | 46205-1309 | |
| Williams Advanced Materials Etl Inc | | Francis Feltz Jr Ten | 5014 Pinrose Ave | | Burling | NY | 14214 | |
| Williams Cylinders & Controls | | Bam Service Inc | 2878 Main St | | Indianapolis | IN | 46241-4916 | |
| Williams Cylinders & Controls | | 2450 Production Dr | | | Wayne | PA | 19087 | |
| Williams Metals and Welding Alloys Inc | | 125 Stratford Ave Ste 108 | | | Atlanta | GA | 30315 | |
| Williams WV Co The | | 2849 Moreland Ave SE | | | Newark | NJ | 07186-0002 | |
| Williams Welding Alloys Div Of Metal Services Int Inc | | PO Box 34002 | | | Wilmington | OH | 44094 | |
| Willow Hill Industries Lc | | 37611 Euclid Ave | | | Chicago | IL | 60669 | |
| Willstaff Crystal | | 1094 Momentum Pl | | | Washington | DC | 20006 | |
| Willmer Culler Picketing Hala & Dorr Lip | | 1875 Pennsylvania Ave NW | | | Adison | TX | 76001-8100 | |
| Willow Co | | PO Box 9100 | | | Chicago | IL | 60686 | |
| Wilson Garner Co | | 7155 Reliable Plwy | | | IMC Calla | AL | 35111-2589 | |
| Wilson Richard G Dba Rick Wilson | | 11938 Rupace Creek Pkwy | | | Fishersville | VA | 22939-0200 | |
| Wilson Trucking Corporation | | PO Box 200 | | | Oakmont | PA | 15139 | |
| Winier Law Offices Pc | | 855 Marquay Ave | | | Alameda | CA | 94501 | |
| Wind River Systems Inc | | 500 Wind River Way | | | Hickory | NC | 28602 | |
| Windak Inc | | 1254 20th St Se | | | Chattanooga | TN | 37404-4899 | |
| Wingfield Scale Co Inc | | 2205 South Holmdale Ave | | | Chattanooga | OH | 44501-8014 | |
| Winkle Electric Co Inc | | Rmt Add Cng 12 02 04 Am | PO Box 6014 | 1800 Hubbard Rd | Youngstown | OH | 45014-0001 | |
| Winston Heat Treating Inc | | PO Box 1937 | | | Dayton | OH | 45403-4184 | |
| Wintech Inc | | PO Box 634164 | | | Cincinnati | OH | 45265-4184 | |
| Witco Products Inc | | 2650 20th St | | | Port Huron | MI | 48060-5449 | |
| Wit Products Inc | | c o Roetzal & Address LPA | 1375 E Ninth St | One Cleveland Cir 9th Fl | Cleveland | OH | 44114 | |
| Wireless Approval Consultants Lc | | PO Box 1059 | | | Ballville | MI | 48112 | |
| Wisconsin Lift Truck Corp | | 3255 Interresh Dr | | | Brookfield | WI | 53132 | |
| Wisconsin Lift Truck Corp | | Box 88 9647 | | | Milwaukee | WI | 53266-9647 | |
| Wisconsin Lifting Specialists Inc | | PO Box 1621 | | | Milwaukee | WI | 53201 | |
| Wise Carter Child & Caraway Pa | | PO Box 631 | | | Jackson | MS | 39205 | |
| Witchan Supply | | 1600 3rd Ave S | | | Birmingham | AL | 35233 | |
| Wix Filtration Products Europe Ltd FKA Dana Spler | | | | | Ann Arbor | MI | 48108 | |
| Europe Ltd | | C O Affilia Group Inc | Attn C Montellan | 1107 Technology Dr 100 | Southfield | MI | 48075-1000 | |
| Witco Industrietechnik GmbH | | 25800 Northwestern Hwy 1000 | | | Centerville | OH | 45468 | |
| Witco Inc | | 10542 Success Ln | | | Rochester | NY | 14617-5110 | |
| Witco Inc | | 1701 Hudson Ave | | | Champaign | IL | 61820-7237 | |
| Witco Inc | | 100 Trade Ctr Dr | | | Champaign | MI | 48045 | |
| Witco Research Inc | | 41200 Executive Dr | | | Harrison Township | MI | 48035 | |
| Witco Research Inc | | 33220 Greenbeck | | | Clinton Township | MI | 48035 | |
| Witco Research Inc | | 3300 East 96th St | | | Indianapolis | IN | 46240 | |
| Witco Research Inc | | PO Box 155 | | | Woodburn | IN | 46774 | |
| Witco Research Inc | | 1200 E Clinton Rd | | | Larch | TX | 78041 | |
| Witco Research Inc | | PO Box 79001 | | | Denver | CO | 80202 | |
| Witco Research Inc | | 3 Lakeland Park Dr | | | Peabody | MA | 01960 | |
| Witco Research Inc | | PO Box 32801 | | | Columbus | OH | 43232-0901 | |

Delphi Corporation
Class C General Unsecured Claims
Class 3C Ballot

| Creditor Name | Creditor/Notice Name | Address 1 | Address 2 | Address 3 | City | State | Zip | Country |
|--|--------------------------|------------------------------|-----------------------------|-----------|-----------------------|-------|------------|---------|
| Ay Mac Precision Inc | | 22835 G Saw Ranch Pkwy | | | Yorba Linda, | CA | 92887 | |
| Bacon Ind Inc Of California | | 16731 Hale Ave | | | Irvine, | CA | 92714 | |
| Bal Seal Engineering Co | | 19650 Pauling | | | Foothill Ranch, | CA | 92610-2610 | |
| Bank of America N A | Attn Information Mgr | 100 N Tryon St 20th Fl | Mail Code NCI 007 20 01 | | Charlotte, | NC | 28285 | |
| Bax Global | | Dept La 21047 | | | Pasadena, | CA | 91185-1047 | |
| Bekert Corporation | Richard Augustine | 1395 S Marietta Pkwy | | | Maricopa, | GA | 30067 | |
| Bellsouth Telecommunication | | 1155 Peachtree St Ne | | | Atlanta, | GA | 30309-3610 | |
| BOC Gases | Attn Ed Hyland Rev Mgt | 575 Min Ave | | | Murray Hill, | NJ | 07974 | |
| Boc Group Inc | | Boccardo Bulk Gas Division | 680 N Baldwin Park Blvd | | City Of Industry, | CA | 91746-1501 | |
| Braxton Manufacturing | | 2641 Walnut Ave | PO Box 425 | | Tustin, | CA | 92780 | |
| Broadcasting & Cable | | PO Box 15157 | | | North Hollywood, | CA | 91615-5157 | |
| Bryan Manufacturing Co Inc | | PO Box 425 | | | Tustin, | CA | 92760 | |
| Buckell Plastics Co Inc | Fred Irvin | 5 Industrial Park Rd | | | Lewistown, | PA | 17044 | |
| Buehler Ltd | | 9650 Jeronimo Rd | | | Irvine, | CA | 92618 | |
| Burkle Usa | | 12802 Valley View Site 12 | | | Garden Grove, | CA | 92845 | |
| C & H Distributors Inc | Scott Glimscheid | 770 S 70th St | | | Milwaukee, | WI | 53214 | |
| C & I International | Kobi Melizer | 1701 East Edinger Ave | Site A 7 | | Santa Ana, | CA | 92705 | |
| C E Frey Engineering Co | | Dbx Frey Engrg | 2310 E Central Unit 10 | | Duarte, | CA | 91010 | |
| Casa | Dana Russell | 613 E Russell Pkwy | | | Warner Robins, | GA | 31088 | |
| Casel | | 7374 Conroy Court | | | San Diego, | CA | 92111 | |
| Castrol Industrial Inc | | Dbx Castrol Ind No America | 5331 E Slauson | | City Of Commerce, | CA | 90040 | |
| Cci | | 3540 E 26th St | | | Vernon, | CA | 90023 | |
| Century Spring Co Inc | | 222 E 16th St | | | Los Angeles, | CA | 90015 | |
| Chicago White Metal Casting | Melinda Gonzalez | Route 83 & Fairway Dr | | | Bensenville, | IL | 60106 | |
| Choice Point Services Inc | | PO Box 105186 | | | Atlanta, | GA | 30348 | |
| Cintas Cleanroom Resources | | 23161 Antonio Pkwy | | | Rcho Santa Margarita, | CA | 92688 | |
| Cintas Corporation | | 23161 Antonio Pkwy | | | Rcho Santa Margarita, | CA | 92688 | |
| Citibank USA N A | Assoc Texaco Payment Ctr | 4300 Westown Pkwy | | | W Des Moines, | IA | 50266 | |
| Clifton Group Services Inc | | 4150 Gardenbrook Rd Site 155 | | | Novi, | MI | 48375 | |
| Comscope Inc Of | Murray Crowe | North Carolina | 1545 St James Church Rd | | Newton, | NC | 28688-0000 | |
| Compression Products Inc | Kim Bushnell | 65 Silver St | | | Sheffield, | MA | 01257 | |
| Conductive Systems Inc | | Rte 140 Industrial Pk | 31 Mozzone Blvd | | Taunton, | MA | 02780 | |
| Conquest Seal Corporation | | 3155 H E La Palma Ave | | | Anaheim, | CA | 92806 | |
| Contact East Inc | | Marshall Electronic Group | 9681 Tolstar Ave | | El Monte, | CA | 91731 | |
| Contrarian Funds LLC as Assignee of Plastic Decorators Inc | Alpa Jimenez | Contrarian Funds LLC | | | Greenwich, | CT | 06830 | |
| Controlled Motion Solutions | | 13891 Nautilus Dr | | | Garden Grove, | CA | 92643 | |
| Copper & Brass Sales/Hyssen | | Thyssen | | | Fullerton, | CA | 92835 | |
| Corland Co | | 327 South Isle Ave | 1440 N Harbor Blvd Site 225 | | Ingleswood, | CA | 90301-2084 | |
| Cpk Technologies Inc | | 29 Olney Ave Bldg 355 | | | Cherry Hill, | NJ | 08003 | |
| D P Aviation | | PO Box 44 | | | Bellevue, | WA | 98009 | |
| D Squared Co | | 1225 N Mondel Dr | | | Gilbert, | AZ | 85233 | |
| Da Pro Rubber Inc | | 28635 N Braxton Ave | | | Valencia, | CA | 91406 | |
| Danile Mig Corp | | 528 Thorpe Rd | | | Orlando, | FL | 32824-8133 | |
| Debt Acquisition Company of America V LLC | | 1565 Hotel Cir S Site 310 | | | San Diego, | CA | 92108 | |
| Debt Acquisition Company of America V LLC | | 1565 Hotel Cir S Site 310 | | | San Diego, | CA | 92108 | |
| Debt Acquisition Company of America V LLC | | 1565 Hotel Cir S Site 310 | | | San Diego, | CA | 92108 | |
| Debt Acquisition Company of America V LLC | | 1565 Hotel Cir S Site 310 | | | San Diego, | CA | 92108 | |
| Debt Acquisition Company of America V LLC | | 1565 Hotel Cir S Site 310 | | | San Diego, | CA | 92108 | |
| Debt Acquisition Company of America V LLC | | 1565 Hotel Cir S Site 310 | | | San Diego, | CA | 92108 | |
| Debt Acquisition Company of America V LLC | | 1565 Hotel Cir S Site 310 | | | San Diego, | CA | 92108 | |
| Debt Acquisition Company of America V LLC | | 1565 Hotel Cir S Site 310 | | | San Diego, | CA | 92108 | |

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Delphi Corporation
Class C General Unsecured Claims
Class 8C Ballot

| CreditorName | CreditorNoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|---------------------------------------|---------------------------------------|--|----------------------------|-------------------|--------------------|-------|------------|---------|
| Longacre Master Fund Ltd | Vladimir Jelisavcic | 810 Seventh Ave 22nd Fl | | | New York, | NY | 10019 | |
| Longacre Master Fund Ltd | Vladimir Jelisavcic | 810 Seventh Ave 22nd Fl | | | New York, | NY | 10019 | |
| Longacre Master Fund Ltd | Vladimir Jelisavcic | 810 Seventh Ave 22nd Fl | | | New York, | NY | 10019 | |
| Lorentson Mfg Co SW Inc | Jeanne Simmons | PO Box 932 | | | Kokomo, | IN | 46903-0932 | |
| Lorrie Sales Co | Lee J Ceechlin | 2407 East Oakton St | | | Arlington Heights, | IL | 60005 | |
| Lumex Inc | | 290 E Helen Rd | | | Palatine, | IL | 60067 | |
| Lutz Sales Inc | | 4675 Turnberry Dr | | | Hanover Park, | IL | 60103-5463 | |
| M & G Industrial Products Research Co | M & G Industrial Products Research Co | 400 Paredes Line Rd Ste 1 | | | Brownsville, | TX | 78521 | |
| M&G Industrial Products Research Co | M&G Industrial Products Research Co | 400 Paredes Line Rd Ste 1 | | | Brownsville, | TX | 78521 | |
| Mac Arthur Corporation | Thomas F Barrett | 3190 Tri Park Dr | | | Grand Blanc, | MI | 48439-0010 | |
| Madison Investment Trust Series 38 | Madison Investment Trust Series 38 | 6310 Lamar Ave Ste 120 | | | Overland Park, | KS | 66202 | |
| Madison Investment Trust Series 38 | Madison Investment Trust Series 38 | 6310 Lamar Ave Ste 120 | | | Overland Park, | KS | 66202 | |
| Madison Investment Trust Series 38 | Madison Investment Trust Series 38 | 6310 Lamar Ave Ste 120 | | | Overland Park, | KS | 66202 | |
| Madison Niche Opportunities LLC | Madison Niche Opportunities LLC | 6310 Lamar Ave Ste 120 | | | Overland Park, | KS | 66202 | |
| Madison Niche Opportunities LLC | Madison Niche Opportunities LLC | 6310 Lamar Ave Ste 120 | | | Overland Park, | KS | 66202 | |
| Marconi Data Systems Inc | | 1500 Mittel Blvd | | | Wood Dale, | IL | 60191-1073 | |
| Markem Corporation | | PO Box 3542 | | | Boston, | MA | 02241 | |
| Maxtrol Corporation | | 15827 Los Allos | | | Houston, | TX | 77083 | |
| McCallen Bolt & Screw | | 4403 W Military Hwy | Ste 500a | | McAllen, | TX | 78503 | |
| McMaster Carr Supply Co | | PO Box 4355 | | | Chicago, | IL | 60680 | |
| Mercer Engineers Inc | Debbie Gomez | PO Box 79000 | | | Houston, | TX | 77279-9000 | |
| Meridian Automotive Systems | | 5433 Miller Rd | | | Dearborn, | MI | 48126 | |
| Merrill Lynch Credit Products LLC | Gary S Cohen & Chris Moon | 4 World Financial Center 7th Fl | | | New York, | NY | 10080 | |
| Michigan Spring & Stamping | | Precision Products Group | PO Box 720 2700 Wickham Dr | | Muskegon, | MI | 49443 | |
| Micro Commercial Components Cor | | 21201 Itasca St | | | Chattworth, | CA | 91311 | |
| Microchip Technology Inc | | PO Box 100799 | | | Pasadena, | CA | 91180-0799 | |
| Mild Coast Electric Supply Inc | | PO Box 2505 | | | Victoria, | TX | 77902-2505 | |
| Motion Industries | | 397 A Charles Court | | | West Chicago, | IL | 60185 | |
| Motion Industries Inc | | 397 A Charles Court | | | West Chicago, | IL | 60185 | |
| Motion Industries Inc | | Formally Midcap Bearing | PO Box 4895 | | Brownsville, | TX | 78523 | |
| MSC Industrial Supply Co | | 75 Maxess Rd | | | Melville, | NY | 11747 | |
| National Bag Company Inc | Bob | 2233 Old Mill Rd | | | Hudson, | OH | 44236-1369 | |
| National Semiconductor Corp | National Semiconductor Corp | 2900 Semiconductor Dr. G2 335 | | | Santa Clara, | CA | 95051 | |
| Neff Perkins Company | attn David M Neumann | c o Benesch Friedlander Coplan & Aronoff LLP | 2300 BP Tower | 200 Public Square | Cleveland, | OH | 44114-2378 | |
| New Jukin Industries Inc | | 28521 River Crest Dr | | | Southfield, | MI | 48034-2065 | |
| Nix Of America | | 181 Metro Dr Ste 590 | | | San Jose, | CA | 95110 | |
| North Star Stamping & Tool Inc | Catherine O'Brien | 1264 Industrial Dr | | | Lake In The Hills, | IL | 60102-1500 | |
| Novatec Inc | | 222 E Thomas Ave | | | Baltimore, | MD | 21225 | |
| O C Tanner Recognition Company | Lesia Harmon | O C Tanner Company | 1930 S State St | | Salt Lake City, | UT | 84115 | |
| Oce North America Inc | Attn Legal Dept | 5600 Broken Sound Blvd | | | Boca Raton, | FL | 33487 | |
| Oce Usa Inc | | 5450 North Cumberland Ave | | | Chicago, | IL | 60656 | |
| Oes A Inc | | 11436 Rojas Ste B 3 | | | El Paso, | TX | 79936 | |
| Ohio Fasteners & Tool Inc | Tom Jarabka | 915 Lake Rd | | | Medina, | OH | 44258 | |
| OKI America Inc | Attn Anna Phan Assistant Controller | 785 N Mary Ave | | | Sunnyvale, | CA | 94085 | |
| Optical Gaging Products Inc | | 850 Hudson Ave | | | Rochester, | NY | 14621 | |
| Optomistic Products Corp | | PO Box 751 | | | South Freeport, | ME | 04078-0751 | |
| Orade Corporation | | 900 Oracle Pkwy | Ms 659307 | | Redwood City, | CA | 94065-1677 | |
| Orsam Opto Semiconductors Inc | c o Robert L Eisenbach III | Cooley Godward LLP | 101 California St 5th Fl | | San Francisco, | CA | 94111-5800 | |
| Pac Cnc Inc | | 5220 Edgewater Dr | | | Allendale, | MI | 49401 | |
| Panasonic | | Bank One Charlotte Proc Ctr | PO Box 905358 | | Charlotte, | NC | 282905358 | |
| Panasonic Industrial Corp | | PO Box 905358 | | | Charlotte, | NC | 282905358 | |
| Paul Hastings Janofsky and Walker Lip | Katherine A Traxler | 515 S Flower St 25th Fl | | | Los Angeles, | CA | 90071 | |

Delphi Corporation
Class C General Unsecured Claims
Class 8C Ballot

| CreditorName | CreditorNoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|---|---------------------------------|------------------------------------|------------------------------|----------|------------------|-------|------------|---------|
| Sierra Liquidity Fund LLC Assignee Fair Rite Products Corporation Assignor | | | | | | | | |
| Sierra Liquidity Fund LLC Assignee HTT Inc | | | | | | | | |
| Assignor | Sierra Liquidity Fund | 2699 White Rd Ste 255 | | | Irvine, | CA | 92614 | |
| Sierra Liquidity Fund LLC Assignee Staff Force Inc Assignor | | | | | | | | |
| Smt Research Inc | Sierra Liquidity Fund | 2699 White Rd Ste 255 | | | Irvine, | CA | 92614 | |
| Software Spectrum Inc | Nicole Jorgensen | 37575 N Hwy 59 | | | Irvine, | CA | 92614 | |
| Solid State Stamping Inc | Accounts Payable | PO Box 848264 | | | Lake Villa, | IL | 60046 | |
| Soltec | | 43350 Business Park Dr | | | Dallas, | TX | 75284-9264 | |
| Solvay Solexis | | PO Box 792 | | | Temecula, | CA | 92590 | |
| Southwestern Bell | | 10 Leonard Ln | | | San Fernando, | CA | 91341-0792 | |
| Spartech Polycom | | PO Box 4706 | | | Thorofare, | NJ | 08086 | |
| SPCP Group LLC | | 470 Johnson Rd | | | Houston, | TX | 77210-4706 | |
| SPCP Group LLC as agent for Silver Point Capital Fund LP and Silver Point Capital Offshore Fund LTD | Attn Brian Jarman | 2 Greenwich Plz 1st Fl | | | Chicago, | IL | 60693 | |
| SPCP Group LLC as agent for Silver Point Capital Fund LP and Silver Point Capital Offshore Fund LTD | Attn Brian A Jarman | Two Greenwich Plz 1st Fl | | | Greenwich, | CT | 06830 | |
| SPCP Group LLC as agent for Silver Point Capital Fund LP and Silver Point Capital Offshore Fund LTD | Attn Brian A Jarman | Two Greenwich Plz 1st Fl | | | Greenwich, | CT | 06830 | |
| SPCP Group LLC as agent for Silver Point Capital Fund LP and Silver Point Capital Offshore Fund LTD | Attn Brian A Jarman | Two Greenwich Plz 1st Fl | | | Greenwich, | CT | 06830 | |
| SPCP Group LLC as agent for Silver Point Capital Fund LP and Silver Point Capital Offshore Fund LTD | Attn Brian A Jarman | Two Greenwich Plz 1st Fl | | | Greenwich, | CT | 06830 | |
| SPCP Group LLC as Assignee of ES Investments Sun Microstamping Technologies Sprint | Brian Jarman | Two Greenwich Plz 1st Fl | | | Greenwich, | CT | 06830 | |
| Sprinter Marking Inc | | PO Box 650270 | | | Dallas, | TX | 75265 | |
| St Joseph Water | | 1805 Chandlersville Rd | | | Zanesville, | OH | 43701 | |
| Stanley Electric Sales of America Inc | c o Mark T Flewelling Esq | 2587 Rockwell Dr | | | Brownsville, | TX | 78521 | |
| Stanley Electric Sales of America Inc | c o Mark T Flewelling Esq | Afrd LLP | 199 S Los Robles Ave Ste 600 | | Pasadena, | CA | 91101 | |
| Siar Microelectronics America Inc | Christine Stima | 1150 King Georges Post Rd | 199 S Los Robles Ave Ste 600 | | Pasadena, | CA | 91101 | |
| Stevens Molding Inc | Jan Leuths | 2125 N Stonington Ave | | | Edison, | NJ | 08837 | |
| Stimpson Edwin B Co Inc | | Simpson Co | 900 Sylvan Ave | | Hoffman Estates, | IL | 60195-2016 | |
| STK Rebuilders Inc | Colon Kelly | 500 N LaFox St | | | Bayport, | NY | 11705-1012 | |
| Stonehill Institutional Partners LP | co Stonehill Capital Management | 885 Third Ave 30th Fl | | | S Elgin, | IL | 60177 | |
| Stonehill Institutional Partners LP | co Stonehill Capital Management | 885 Third Ave 30th Fl | | | New York, | NY | 10022 | |
| Stonehill Institutional Partners LP | co Stonehill Capital Management | 885 Third Ave 30th Fl | | | New York, | NY | 10022 | |
| Sullair Sales & Service Corp | Steve Metcalf | 8640 Panair | | | New York, | NY | 10022 | |
| Sumco Inc | | 1351 S Girls School Rd | | | Houston, | TX | 77061-4115 | |
| Sumida America Inc | c o Jason Metnick | Masuda Funai Eifert & Mitchell Ltd | 203 N LaSalle St Ste 2500 | | Indianapolis, | IN | 46231 | |
| Summit Polymers Inc | Roger Quaillette | 6715 Sprinkle Rd | | | Chicago, | IL | 60601 | |
| Supply Solution Inc Its Successor Tradebeam Inc | Attn General Counsel | Tradebeam Inc | Two Waters Park Dr Ste 200 | | Portage, | MI | 49002 | |
| T M Morris Mfg Co Inc | T M Morris Mfg Co Inc | PO Box 658 | | | San Mateo, | CA | 94403 | |
| Ta Yang Silicones Of America | Peter Kapas | 114 Wright Brother Ave | | | Logansport, | IN | 46847 | |
| Technical Illustration Corporation | Felipe Garcia | 3312 Palm Aire Ct Studio B | | | Livermore, | CA | 94550 | |
| Temp Control Inc | | 295 Us Hwy 281 | | | Rochester Hills, | MI | 48309 | |
| Teradyne Inc | | PO Box 3644 | | | Brownsville, | TX | 78520 | |
| Test Solutions Llc | | 6620 S 33rd St Bldg J Ste 10 | | | Boston, | MA | 02241-0001 | |
| Thermotech Company | Thermotech Company | 1302 S 5th St | | | Mcallen, | TX | 78503 | |
| Thermotech SA de CV | Thermotech SA de CV | 1302 S 5th St | | | Hopkins, | MN | 55343 | |
| Thierica Inc | | 900 Clancy Ave Ne | | | Hopkins, | MN | 55343 | |
| Tia Inc & Sierra Liquidity Fund | Sierra Liquidity Fund | 2699 White Rd Ste 255 | | | Grand Rapids, | MI | 49503 | |
| | | | | | Irvine, | CA | 92614 | |

Deplhi Corporation
Class C General Unsecured Claims
Class 8C Ballot

| CreditorName | CreditorNoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|---------------------------------------|------------------------------|---|---------------------------|----------|---------------|-------|------------|---------|
| Tecma Llc | | Ticonia Forton | 8040 Dixie Hwy | | Florence, | KY | 41042-2804 | |
| Tringstol Company Corp | Herman Fonseca X 160 | 5926 Pysphere Cir | | | Chicago, | IL | 60674 | |
| Tollman Sping Co Inc | | BT Enterprise Dr | | | Bristol, | CT | 06010 | |
| Tool Crib | Oralia | 38 North Park Plaza | | | Brownsville, | TX | 78521 | |
| Tooling Technologies Llc | | 11680 Britmore Park Dr | | | Houston, | TX | 77041 | |
| TPG Credit Opportunities Investors LP | Altn Shelley Hartman | c/o TPG Credit Management LP | 4600 Wells Fargo Cir | | Minneapolis, | MN | 55402 | |
| TPG Credit Strategies Fund LP | c/o TPG Credit Management LP | Altn Shelley Hartman | 4600 Wells Fargo Cir | | Minneapolis, | MN | 55402 | |
| Trade Debt Net | Trade Debt Net | PO Box 1487 | | | West Babylon, | NY | 11704 | |
| Trade Debt Net | Trade Debt Net | PO Box 1487 | | | West Babylon, | NY | 11704 | |
| Trade Debt Net | Trade Debt Net | PO Box 1487 | | | West Babylon, | NY | 11704 | |
| Trade Debt Net | Trade Debt Net | PO Box 1487 | | | West Babylon, | NY | 11704 | |
| Trade Debt Net | Trade Debt Net | PO Box 1487 | | | West Babylon, | NY | 11704 | |
| Trans Tech America Inc | Fax 630 752 4473 | PO Box 95327 | | | Chicago, | IL | 606945327 | |
| Transducer Techniques | | 42480 Rio Nedo | | | Temecula, | CA | 92590 | |
| Trw Fasteners Division Inc | | 180 State Rd East | | | Westminster, | MA | 01473 | |
| TTI Inc | | 2441 NE Pky | | | Fort Worth, | TX | 76108-1896 | |
| Twin Corporation | Dennis M Haley P14538 | Winegarden Haley Lindholm & Robertson PLC | G 9460 S Saginaw St Ste A | | Grand Blanc, | MI | 48439 | |
| Tydenbramell | | PO Box 78001 | | | Detroit, | MI | 48279-1372 | |
| Ung Technologies Inc | | 5a Electronics Ave | | | Danvers, | MA | 01923 | |
| Unholtz Dickle Corporation | Unholtz Dickle Corp | 6 Brookside Dr | | | Wallingford, | CT | 06492 | |
| United Electronics Corp | | 5321 N Pearl St | | | Rosemont, | IL | 60018 | |
| United Ribtype Co | | 1415 S Calhoun St | | | Fort Wayne, | IN | 46855-0960 | |
| Universal Instrument Corp | Chuck Dignam | PO Box 6459 | | | New York, | NY | 10249-6459 | |
| Verizon Wireless | | PO Box 293450 | | | Lewisville, | TX | 75029 | |
| Viasystems | Altn R Shenberger | 1815 Trolley Rd | | | York, | PA | 17408 | |
| Victory Packaging | | PO Box 844138 | | | Dallas, | TX | 752844138 | |
| Vishay Americas Inc | Altn Marion R Hubbard | 1 Greenwich Pl | | | Shelton, | CT | 06484 | |
| Vironics Soltec | Bard Rossignol Ext 222 | General Post Office | PO Box 27566 | | New York, | NY | 10087-7566 | |
| West Side Industrial Spoly | Lois Troy Fax 847 931 0023 | 1630 North Latox | | | South Elgin, | IL | 60177 | |
| Western Consolidated Tech Inc | | PO Box 657 | 700 W Swager Dr | | Preront, | IN | 46737 | |
| Whitlam Label Co In | | 24800 Sherwood Ave | | | Centerville, | MI | 48016 | |
| Wiegel Tool Works Inc | David Leibowitz | Leibowitz Law Center | 420 W Clayton St | | Roseville, | IL | 60065 | |
| Wolverine Plating Corp | Tom Bractzewski | 25456 Grosbeck Hwy | | | Waukegan, | IL | 60085 | |
| World Buying Services Inc | Rena Brumley | 330 Evergreen Rd Ste 8 | | | Roseville, | IL | 60085 | |
| Xtra Lease LLC | Xtra Lease LLC | 1801 Park 270 Dr | Ste 400 | | Louisville, | KY | 40243 | |
| Yazaki North America Inc | Dawn Reamer | 6601 Hagerity Rd | | | St Louis, | MO | 63146 | |
| Zetex Inc | Peg Sandy | 700 Veterans Memorial Hwy | | | Canlon, | MI | 48187 | |
| Zienick Mfg Co | | 131 Radio Circle | | | Hauptpaup, | NY | 11788 | |
| Zilog Inc | Altn AR Depl | 532 Race St | | | Mount Kisco, | NY | 10549 | |
| | | | | | San Jose, | CA | 95126 | |

Delphi Corporation
Class C General Unsecured Claims
Class 10C Ballot

| CreditorName | CreditorNoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|----------------------------------|---|------------------------|----------------------|----------|-------------------|-------|------------|---------|
| G & K Services | | 17750 E 32 Ave Ste 30 | | | Aurora, | CO | 80011 | |
| Gardner Spring Inc | | 1115 N Utica Ave | | | Tulsa, | OK | 74110 | |
| East Mig | | PO Box 97 T | 2550 Meadow Brook Rd | | Beniton Harbor, | MI | 04902-3-00 | |
| Gater Industries Inc | | 4400 Del Range Blvd | | | Cheyenne, | WY | 82009 | |
| Ge Osmotics Inc | | 4636 Somerton Rd | | | Treose, | PA | 19053-6783 | |
| Gem Industries | | 1003 E 75th Ave | | | Denver, | CO | 80229 | |
| Global Engineering Documents | | PO Box 8500 S 4485 | | | Philadelphia, | PA | 19178-4485 | |
| Global Exchange Services | Steve Olhoff 301 340 4192 | 100 Edison Park Dr | | | Gaithersburg, | MD | 20878 | |
| Globe Motors | | 2275 Stanley Ave | | | Dayton, | OH | 04540-4-12 | |
| Globtek Inc | Bob Slepman | 186 Veterans Dr | | | Northvale, | NJ | 07647 | |
| Golddentek Display America Inc | Alex Kwon | 720 N Valley St | Ste A | | Anaheim, | CA | 92801 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Goldman Sachs Credit Partners LP | Attn Pedro Ramirez | c/o Goldman Sachs & Co | 30 Hudson 17th Fl | | Jersey City, | NJ | 07302 | |
| Gopher Electronics | | 222 Little Canada Rd | | | St Paul, | MN | 55117 | |
| Gpd Global Inc | Carolyn | 2322 I 70 Frontage Rd | | | Grand Junction, | CO | 81505 | |
| Grayhill Inc | Lupe Huner 708 354 1040 | 561 Hillgrove Ave | | | Lagrange, | IL | 60526 | |
| Gws C/o John Brion & Assoc Inc | John Brion | 8881 Sundrop Way | | | Highlands Ranch, | CO | 80126 | |
| H & M Metals Inc | | 9a Columbia Dr | | | Antherst, | NH | 03031 | |
| H Galow Co Inc | H Galow Co Inc | 15 Maple St | | | Norwood, | NJ | 07648 | |
| Haemoscope Corporation | | 5693 W Howard St | | | Nilas, | IL | 60714 | |
| Hain Capital Holdings LLC | Attn Ganna Liberchuk | 301 Rte 17 6th Fl | | | Rutherford, | NJ | 07070 | |
| Hain Capital Holdings LLC | Attn Ganna Liberchuk | 301 Rte 17 6th Fl | | | Rutherford, | NJ | 07070 | |
| Hain Capital Holdings LLC | Attn Ganna Liberchuk | 301 Rte 17 6th Fl | | | Rutherford, | NJ | 07070 | |
| Hain Capital Holdings LLC | Attn Ganna Liberchuk | 301 Rte 17 6th Fl | | | Rutherford, | NJ | 07070 | |
| Hain Capital Holdings LLC | Attn Ganna Liberchuk | 301 Rte 17 6th Fl | | | Rutherford, | NJ | 07070 | |
| Hain Capital Holdings LLC | Attn Ganna Liberchuk | 301 Rte 17 6th Fl | | | Rutherford, | NJ | 07070 | |
| Hain Capital Holdings LLC | As Assignee of Maline Machine Products Co | 301 Rte 17 6th Fl | | | Rutherford, | NJ | 07070 | |
| Hain Capital Holdings LLC | | 3832 East Lasalle St | | | Phoenix, | AZ | 85040 | |
| Harco Metal Products | | 48 75 36th St | | | Long Island City, | NY | 11101 | |
| Hardware Specialty Co Inc | | NW 7977 01 | | | Minneapolis, | MN | 05548-5-51 | |
| Hiral Systems Zman Magnetics | Erin Stone | 6650 Concord Park Dr | | | Houston, | TX | 77040 | |
| Hisco Inc | Attn Gaylord P Whiting | 12055 Rojas Dr Ste K | | | El Paso, | TX | 79936 | |
| Honeywell Sensing & Controls | | 107 First Ave | | | Chicopee, | MA | 01020 | |
| Hoppe Tool Inc | | 19 Bartlett St | | | Marlboro, | MA | 01752 | |
| Hottinger Baidwin Measurements | | 50 Earls Wy | | | Franklin, | MA | 02038 | |
| Howes Temco Inc | Robert S Maloof | 15270 Sw Holly Hill Rd | | | Hillsboro, | OR | 97123-9074 | |
| Hypatia Inc | Bruce Campbell | | | | | | | |

12/27/2007 10:13 PM
W - 10C DOMESTIC W9

EXHIBIT X

Delphi Corporation
Class C General Unsecured Claims
Class 5C Ballot

| CreditorName | CreditorNoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|--|--------------------|-------------------------------------|-----------------------|----------|----------------------------|-------|------------|----------------------|
| Adt Fire And Security Plc | | Adt House Stephanson Way | | | Liverpool, | | L13 1HD | United Kingdom |
| Advantage Healthcare Group Ltd | | Grosvenor House Ste G 04 | | | Telford Sh, | | TF2 9TW | United Kingdom |
| Agile Chamillies Ltd | | North View | | Coventry | West Midlands, | | CV2 2SJ | United Kingdom |
| Air Products Plc Air Products Uk Gases | | Millennium Gate Westmere Dr | Crewe Business Park 2 | | Crewe Cheshire, | | CW1 6AP | United Kingdom |
| Alpha Fry Ltd | | Forsyth Rd | Sheerwater | | Woking, | | OGU21- 55B | Netherlands |
| Anchor Environmental Services Ltd | | Handforth Brook Cottage | | | Northwich, | | CW8 2ST | United Kingdom |
| Automatic Data Processing Ltd | | Seward Pl Pycroft Rd | | | Chertsey, | | OKT16- 9JT | United Kingdom |
| Bartec Dispensing Technology Gmbh | | Altonweg 4 | | | Waltersheim, | | 97990 | Germany |
| Bergquist U K Ltd | | Unit 27 Darin Court | | | Milton Keynes, | | MK8 0AD | United Kingdom |
| Boc Ltd | | 6 Priestl | | | Manchester, | | M28 4US | United Kingdom |
| British Standards Institute | | 389 Chiswick High Rd | | | London, | | W4 4AL | United Kingdom |
| Calor Gas Ltd | | Athena Dr Tachbrook Pk | | | Warwick Warwickshire, | | CV34- 6RL | United Kingdom |
| Chep U K Ltd | | Village Way The Village | | | Manchester, | | M17 1HR | United Kingdom |
| Clover Uk Ltd | | Valiant Way | | | Birkenhead, | | CH41- 9HS | United Kingdom |
| Colcraft Inc | | 21 Napier Pl Wardpark North | | | Cumbernauld, | | G68 0LL | United Kingdom |
| Compu Inc Uk Ltd | | Oslo Rd Suttonfields Industrial Est | | | Hull North Humberside, | | HU70YN | United Kingdom |
| Cip Sileck Ltd | | Durham Ln Indstl Park Eaglescliffe | | | Stockton On Tees, | | TS16- 0PN | United Kingdom |
| Daishinku Deutschland Gmbh | | Wesenstr 70a 2 | | | Duesseldorf, | | 40549 | Germany |
| David Lutzker Ltd | | 3 7 Shaw St | | | Liverpool, | | L6 1HH | United Kingdom |
| Dell Computer Corporation Ltd | | Milbank House Western Rd | | | Bracknell Berks, | | RG12 1RW | United Kingdom |
| Dhl International Uk Ltd | | 1 Dukes Green Ave | | | Feltham Middlesex, | | TW14 0LR | United Kingdom |
| Egl Eagle Global Logistics Uk Ltd | | 5 Blidg 301 World Freight Ter | | | Manchester, | | M90 5FY | United Kingdom |
| Fci Automotive Deutschland Gmbh | | Rathsbergstr 25 | | | Nuernberg, | | 90411 | Germany |
| Gefco U K Ltd | | Yew Tree Way Stonecross Ln | | | Warrington, | | WA3 3GY | United Kingdom |
| Genesys Conferencing Ltd | | Stephenson House | | | Croydon, | | CR0 6BA | Syrian Arab Republic |
| Glaston Compressor Services Ltd | | Hydes Brow Wks | | | Skelmersdale, | | WN8 9SA | United Kingdom |
| Henkel Locitite Adhesives Ltd | | Watchmead Welwyn Garden City | | | Herfordshire, | | AL7 1JB | United Kingdom |
| Heraeus Materials Ltd | | Unit A Cinderhill Industrial Estate | Stoke On Trent | | Staffordshire, | | ST3 5LB | United Kingdom |
| In Parallel Computer Staff Ltd | | 3 Church St | | | Tewkesbury Gloucestershi, | | GL20 5PA | United Kingdom |
| Ips | | Dunlinsbridge Rd | | | Liverpool, | | L30 6TE | United Kingdom |
| J R Webster & Co Ltd | | Birchill Rd Knowsley Indstl Pk | | | Liverpool, | | L33 7TD | United Kingdom |
| Koa Europe Gmbh | | Kaddenbusch 6 | | | Daegaling, | | 25578 | Germany |
| Lee Products Ltd | | Chalfont St Peter | | | Gerrards Cross Buckingham, | | SL9 9QE | United Kingdom |
| Memec Europe Ltd | | 17 Thame Park Rd | | | Thame, | | OX9 3XD | United Kingdom |
| Merseyside Metal Services Ltd | | 21 35 Gascoyne St | | | Liverpool Merseyside, | | L3 6BS | United Kingdom |
| Molex Elektronik Gmbh | | Grashofstrasse 17 | | | Ettlingen, | | 76275 | Germany |
| Murata Electronics Uk Ltd | | Oak House Ancells Rd | | | Fleet Hampshire, | | GU51 2QW | United Kingdom |
| National Instruments Corp Uk Ltd | | Measurement House | London Rd | | Newbury, | | RG14- 2PS | United Kingdom |
| Nichicon Austria Gmbh | | C 2/14 | | | Schwechat, | | 02320 | Austria |
| Patersons Ltd | | 21 Chapman Way | | | Tunbridge Wells, | | TN2 3EF | United Kingdom |
| Prepress Lamps Ltd | | 117 119 Hove Ave | | | Walthamstow, | | E17 7NG | United Kingdom |
| R B Farquhar Developments Ltd | | Deveronside Works | | | Hunty, | | OAB54- 4PS | United Kingdom |
| Renokil Initial Uk Ltd | | Northside Rd | | | Bradford, | | BD7 2TN | United Kingdom |
| Rohm Electronics Ltd | | Unit 15 Pverel Dr Ganby | | | Milton Keynes Bucks, | | MK11NH | United Kingdom |
| Software Spectrum Uk Ltd | | Gomm Rd High Wycombe | | | Buckinghamshire, | | 0HP13- 7DL | United Kingdom |
| Static Solutions Ltd | | Global Klean Environmental | | | Barnsley, | | S71 3HS | United Kingdom |
| Steril U K Ltd | | Steril House Caswell Rd | | | Northampton, | | NN4 7PW | United Kingdom |
| Tdk Electronics Europe Gmbh | | Wanneimer Str 57 | | | Duesseldorf, | | 40472 | Germany |
| Weirok Ltd | | 4 Easter Cy | | | Warrington, | | WA5 5ZB | United Kingdom |

EXHIBIT Y

Delphi Corporation
Class C General Unsecured Claims
Class 1C Ballot

| CreditorName | CreditorNoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|-------------------------|--------------------|---|----------|----------------------------|-------------------|-------|------------|---------|
| Spear Michael K | | 2381 Bock Rd | | | Saginaw, | MI | 48603-3835 | |
| Spear Paula H | | 2381 Bock Rd | | | Saginaw, | MI | 48603-3835 | |
| Steblein James | | 6344 Ridge Rd | | | Lockport, | NY | 14094-1017 | |
| Stephen G Johnson | | 4696 Quarton Rd | | | Bloomfield Hills, | MI | 48302 | |
| Strahm Jr Charles F | | 9600 Downing Rd | | | Birch Run, | MI | 48415-9734 | |
| Strough Carol B | | 3621 E Lynn St | | | Anderson, | IN | 46013-5377 | |
| Studivent Lutha M | | 830 S 25th St | | | Saginaw, | MI | 48601-6522 | |
| Stupak Susan E | | 4515 Willow Bend Dr | | | Arlington, | TX | 76017-1341 | |
| Summerours Johnnie | | 5503 Broomall St | | | Huber Heights, | OH | 45424 | |
| Tallman Jr James L | | 70 Duchess Dr | | | Buffalo, | NY | 14224-2351 | |
| Tavener R D | | 7682 Bellefontaine Rd | | | Huber Heights, | OH | 45424-1561 | |
| Taylor Elowese | | 4766 Eva St | | | Saginaw, | MI | 48601-6917 | |
| Tester Kenneth M | co Susan M Cook | Lambert Leser Isackson Cook & Giunta PC | | 916 Washington Ave Ste 309 | Bay City, | MI | 48708 | |
| Tester Kenneth M | co Susan M Cook | Lambert Leser Isackson Cook & Giunta PC | | 916 Washington Ave Ste 309 | Bay City, | MI | 48708 | |
| Thomann Phyllis | | 1272 Hurd Rd | | | Clio, | MI | 48420 | |
| Thomas Jr Booker | | 3239 Birch Ln Dr | | | Flint, | MI | 48504-1203 | |
| Thomas Norma | | 3200 Webber St | | | Saginaw, | MI | 48601-4024 | |
| Thurston William | | 13080 Dempsey Rd | | | Saint Charles, | MI | 48655-9703 | |
| Torrey J M | | 681 Quillette Dr | | | Beaverton, | MI | 48612-8625 | |
| Treter Anthony | | 7143 W 48 Rd | | | Cadillac, | MI | 49601-9356 | |
| Troublefield Thomascine | | 2122 Frueh St | | | Saginaw, | MI | 48601-4107 | |
| Tune Larry | | 306 Edward St | | | Auburn, | MI | 48611 | |
| Urso Jack A | | 6 Chestnut Cres | | | Rochester, | NY | 14624-4358 | |
| Virgene K Tafel | Virgene K Tafel | 5620 Spring Knoll | | | Bay City, | MI | 48706 | |
| Vogelaar Peter J | | 174 Akron St Apt 3 | | | Rochester, | NY | 14609-7208 | |
| Wahl Bartlett | | 6043 Caine Rd | | | Vassar, | MI | 48768-9518 | |
| Walker Benjamin N | | 11590 Frost Rd | | | Freeland, | MI | 48623-8872 | |
| Wandzel James S | | 3536 Church St | | | Saginaw, | MI | 48604-2143 | |
| Warzecha Ronald J | | 8679 Foster Rd | | | Birch Run, | MI | 48415-9032 | |
| Wash Douglas S Sr | Wash Douglas S Sr | 4855 Airline Dr Apt 15e | | | Bossier City, | LA | 71111-0000 | |
| Watson Sandra | | In re Cheryl D Harris | | 1445 Westerrace Dr | Flint, | MI | 48532 | |
| Watt George | | 2997 Monroe St | | | Saginaw, | MI | 48604-2321 | |
| Webster Alice R | | 544 S 22nd St | | | Saginaw, | MI | 48601-1539 | |
| Weidner Glendale P | | 300 Main St | | | Saginaw, | MI | 48601-1539 | |
| Welborn Wanda L | | 8320w S 900 W | | | Bay City, | MI | 48706-5016 | |
| Welch Elaine | | 3145 Warner Rd | | | Fairmount, | IN | 46928-9366 | |
| Westenburg Sr Richard E | | 3566 7 Mile Rd | | | Saginaw, | MI | 48602-3484 | |
| Wheaton Agnes I | | 12782 N Budd Rd | | | Bay City, | MI | 48706-9427 | |
| | | | | | Burt, | MI | 48417-9431 | |

EXHIBIT Z

Delphi Corporation
Class C General Unsecured Claims
Class 1C Ballot

| CreditorName | CreditorNoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|--------------------------------|--------------------|--|------------------------------|----------|------------------|-------|------------|---------|
| Wilkie Thomas R | | 19655 Cascade Dr | | | Riverview, | MI | 48192-6673 | |
| William B Combs | | 133 Brooke Woods Dr | | | Brookville, | OH | 45309-9221 | |
| William B Hanna | | 14510 Stephanie St | | | Carmel, | IN | 46033 | |
| William C Spielman | | 1713 Green Acres Dr | | | Kokomo, | IN | 46901-9549 | |
| William E Lloyd and Janet E | | Lloyd J Ten | 41 Kristin Dr | | Rochester, | NY | 14624-1049 | |
| William E Turner | | PO Box 5505 | | | Flint, | MI | 48505-0505 | |
| William G Billig Tr | | Ua Did 091500 | Fbo William G Billig Trust | | Clarkston, | MI | 48346-2622 | |
| William Gerald Vance | | 4347 Brookstone Dr | | | Saginaw, | MI | 48603 | |
| William Miller Jr and Lillie M | | Miller J Ten | 3661 Crestview Dr | | Niagara Falls, | NY | 14304 | |
| William R Herren | | Lambert Leser Isackson Cook & Giunta P | 916 Washington Ave Ste 309 | | Bay City, | MI | 48708 | |
| Williams Betty A | c o Susan M Cook | 23071 Avon Rd | | | Oak Pk, | MI | 48237-2439 | |
| Wilson Dennis R | | 207 E Auburndale Ave | | | Youngstown, | OH | 44507-1905 | |
| Wingeler Kenneth G | | 555 Mt Vintage Plantation Dr | | | N Augusta, | SC | 29860-9264 | |
| Wingeler Kenneth G | | 555 Mt Vintage Plantation Dr | | | N Augusta, | SC | 29860-9264 | |
| Wingeler Kenneth G | | 555 Mt Vintage Plantation Dr | | | N Augusta, | SC | 29860-9264 | |
| Wingeler Kenneth G | | 555 Mt Vintage Plantation Dr | | | N Augusta, | SC | 29860-9264 | |
| Wingeler Kenneth G | | 555 Mt Vintage Plantation Dr | | | N Augusta, | SC | 29860-9264 | |
| Wolcott Norman R | | 8670 Telegraph Rd | | | N Augusta, | SC | 29860-9264 | |
| Womack Janice M | | 3422 Lynn St | | | Gasport, | NY | 14067-9234 | |
| Wood David | | 2897 Kilburn Court | | | Flint, | MI | 48503-4430 | |
| Woodbury Marion L | | 2075 Van Fleet Rd | | | Rochester Hills, | MI | 48306 | |
| Work Lynne H | | 6145 Windstone Lane | | | Swartz Creek, | MI | 48473-9748 | |
| Wright C | | 7040 St Ursula Dr | | | Clarkston, | MI | 48346 | |
| Wright Julian | | 3320 Stulsman Rd | | | Canfield, | OH | 44406 | |
| Wydict Roger A | | 5237 Lake Rd W Apt 1018 | | | Belbrook, | OH | 45305-9792 | |
| Wynner John D | | 8267 Danville Rd | | | Ashtabula, | OH | 44004-8644 | |
| Yahne John E | | 546 Hathaway Trl | | | Danville, | AL | 36619-6412 | |
| Yeomans II Daniel | | 105 Sandalwood Dr | | | Tipp City, | OH | 45371-1107 | |
| Young Inez | | 3032 Germantown | | | Greenville, | OH | 45331 | |
| Young Inez | | 3032 Germantown St | | | Dayton, | OH | 45408 | |
| Youngblood Jones Lilly P | | 6046 Sheridan Rd | | | Dayton, | OH | 45408 | |
| Yvonne Roberts | | 530 Allenhurst Rd Apt A | | | Saginaw, | MI | 48601-9716 | |
| Zajackowski William | | 64 Madison Ave | | | Amherst, | NY | 14226 | |
| Zajackowski William Henry | | 64 Madison Ave | | | Old Bridge, | NJ | 08857 | |
| Zajackowski William M | | 64 Madison Ave | | | Old Bridge, | NJ | 08857-1340 | |
| Zeilinger Barbara A | Attn Howard S Sher | Jacob & Weingarten P C | 2301 W Big Beaver Rd Ste 777 | | Old Bridge, | NJ | 08857-1340 | |
| Zeilinger Robert J | Attn Howard S Sher | Jacob & Weingarten P C | 2301 W Big Beaver Rd Ste 777 | | Troy, | MI | 48064 | |
| Zhou Peter S | | 789 Stendhal Ln | | | Troy, | MI | 48064 | |
| Zizelman James | | 1887 Hickory Ln | | | Cupertino, | CA | 95014-4658 | |
| | | | | | Honeoye Falls, | NY | 14472 | |

EXHIBIT EE

12/28/2007 11:03 AM
EE - UA DOMESTIC W9

Delphi Corporation
Class UA (Administrative Claims)

| Name | NoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|---|---------------------------------------|--|--|--------------------------|------------------|-------|------------|---------|
| Madison Niche Opportunities LLC | | 6310 Lamar Ave Ste 120 | | | Overland Park | KS | 66202 | |
| Madison Niche Opportunities LLC | | 6310 Lamar Ave Ste 120 | | | Overland Park | KS | 66202 | |
| Markel Corp | | 435 School Ln | | | Plymouth Meeting | PA | 19462 | |
| Material Sciences Corporation | Samuel R Grafton | Popper & Grafton | 225 W 34th St Ste 1609 | | New York | NY | 10122-1800 | |
| Maxim Integrated Products Inc | David B Draper Esq | Terra Law LLP | 177 Park Ave 3rd Fl | | San Jose | CA | 95113 | |
| McNaughton McKay Electric Co | McNaughton McKay Electric Co | 1357 E Lincoln Ave | | | Madison Heights | MI | 48071-4128 | |
| Meta Cladding Inc | Alta Julia S Kreher Esq | Hodgson Russ LLP | One M&T Plz Ste 2000 | | Buffalo | NY | 14203 | |
| Metallforming Technologies Inc | | 980 N Michigan Ave | Ste 1900 | | Chicago | IL | 60611 | |
| Micro Motion Inc | Customer Financial Services | 12001 Technology Dr AB03 | Automotive Headquarters - The Americas | | Eden Prairie | MN | 55344 | |
| Micronas GmbH | co Glen K Riller Director | Micronas Semiconductors Inc | | 3700 Grand River Ste 215 | Farmington Hills | MI | 48336 | |
| Midwest Claims LLC | Alta Meghan Slow | 85 E 55th St 15th Fl | | | New York | NY | 10022 | |
| Midwest Stamping Inc | Larry E Parnes | Lewis Rice & Fingersh LC | 600 N Broadway Ste 2000 | | St Louis | MO | 63102-2147 | |
| | | 1045 Sixth Ave | | | New York | NY | 10018 | |
| Mobile Display Systems | c o Robert N Michaelson Esq | Kilpatrick & Lockhart Nicholson Graham LLP | 599 Lexington Ave | | New York | NY | 10022 | |
| Mubee Inc | c o Parmenter O Toole | 800 Industrial Rd | | | Florence | KY | 41042 | |
| Muskegon Castings Corp | | 801 Terrace St | | | Muskegon | MI | 49443-0768 | |
| Neuman Aluminum Automotive Inc Neuman | John S Maico Esq | Brett S Moore Esq | Porzio Bronberg & Newman PC | | Monistown | NJ | 07962 | |
| Aluminum Impact Extrusion | Alta C Salazar | 2070 Ringwood Ave | | | San Jose | CA | 95131 | |
| Nu Hedrons Electronics Corp | Joe Delan | 311 Sharon Dr | | | Westlake | OH | 44146 | |
| OMG Americas Inc | | Berry & Morman Professional Corporation | | | | | | |
| Optrex America Inc | J P Murphy | Attorneys at Law | The Bird Building | 535 Griswold Ste 1800 | Detroit | MI | 48228 | |
| Ottram Opto Semiconductors Inc | c o Robert L Eisenbach III | Cooley Goddard LLP | 101 California St 5th Fl | | San Francisco | CA | 94111-5800 | |
| Park Enterprises of Rochester Inc | Chamberlain Damanda | Alta Jerry Greenfield Esq | 2 State St Ste 1600 | | Rochester | NY | 14614 | |
| Parkview Metal Products | c/o Robert D Wallford | Miller Johnson | PO Box 306 | | Grand Rapids | MI | 49501-3306 | |
| Penn Aluminum International Inc | Dennis E Quaid | Faehlhaber LLC | 55 E Monroe St | 40th Flr | Chicago | IL | 60603 | |
| Photo Stencil LLC | Lara H Fuller Esq | Rodriguez Johnson & Lyons LLP | 1200 17th St Ste 3000 | | Denver | CO | 80202-5855 | |
| Plasti Cast Inc | The Law Offices of Markian R Sibodian | 801 North Second Street | | | Harrisburg | PA | 17102 | |
| Plymouth Rubber Company Inc | Allen Victor Bass Esq | Burns & Lewiston LLP | 125 Summer St | | Boston | MA | 02110-1824 | |
| Precision Fitting & Gauge Co | | 1214 S John Ave | | | Tulsa | OK | 74112 | |
| Precision Resource Inc KY Div | | 25 Forest Parkway | | | Shelton | CT | 06484 | |
| Pridgen & Clay Inc | Bruce Penno | 50 Cottage Grove SW | PO Box 1500 | | Grand Rapids | MI | 49507 | |
| Quality Synthetic Rubber Inc | c o Patrick J Keating Esq | Buckingham Doolittle & Burroughs LLP | PO Box 1500 | | Akron | OH | 44309-1600 | |
| Raelach Corporation | | 4750 Venture Dr Ste 100 | | | Ann Arbor | MI | 48108 | |
| RBC Bearings | Bruce Owen Mgr Credit & Collections | One Technology Cir | | | Oxford | CT | 06478 | |
| Redrock Capital Partners LLC | | 475 17th St Ste 544 | | | Denver | CO | 80202 | |
| Redrock Capital Partners LLC | | 475 17th St Ste 544 | | | Denver | CO | 80202 | |
| Redrock Capital Partners LLC | | 475 17th St Ste 544 | | | Denver | CO | 80202 | |
| Reliable Casting Corp Sidney Div | | 3530 Spring Grove Ave | | | Denver | CO | 80202 | |
| RF Monolithics | Steven T Holmes | Huntin & Williams LLP | 1601 Bryan St 30th Fl | | Cincinnati | OH | 45223 | |
| Robin Industries Inc Berlin Division | Berlin Division | Robin Industries Inc | 1265 W 65 St | | Cleveland | OH | 44102 | |
| Robin Industries Inc Cleveland Division | | Robin Industries Inc | 1265 W 65 St | | Cleveland | OH | 44102 | |
| Robin Industries Inc Elasto Tec Division | Elasto Tec Division | Robin Industries Inc | 1265 W 65 St | | Cleveland | OH | 44102 | |
| Robin Industries Inc Fredericksburg Facility | Fredericksburg Facility | Robin Industries Inc | 1265 W 65 St | | Cleveland | OH | 44102 | |
| Robin Industries Inc Holmco Division | Holmco Division | Robin Industries Inc | 1265 W 65 St | | Cleveland | OH | 44102 | |
| Robin Mercedes S de RL de CV | | c o Robin Industries Inc | | | Cleveland | OH | 44102 | |
| Robin And Haas Co | Alta G Rankin | 100 Independence Mall W | | | Philadelphia | PA | 19106 | |
| Robin Electronics USA LLC | Morton R Branzburg Esq | Keir Harrison Harvey Branzburg | 260 S Broad St | | Philadelphia | PA | 19102-5003 | |
| Rosemount Analytical | Customer Financial Services | 12001 Technology Dr AB03 | | | Eden Prairie | MN | 55344 | |
| Rotor Clip Company Inc | Robert L Schmidt Esq | Norris McLaughlin Marcus PA | PO Box 1018 | | Somerville | NJ | 08876-1018 | |
| Sagami America Ltd | Gary Visl | Masuda Fumitaki & Mitchell Ltd | 203 N LaSalle St Ste 2500 | | Chicago | IL | 60601 | |
| Select Industries Corporation flex Select Tool & Die Corp | | 425 Walnut St Ste 1800 | | | Cincinnati | OH | 45202 | |
| Shawin Williams Company | | 101 Prospect Ave NW | | | Cleveland | OH | 44115 | |
| Shawin Williams Company | | 101 Prospect Ave NW | | | Cleveland | OH | 44115 | |
| Siemens VDO Automotive Corporation Assignee of American Electronic Components Inc | Charles P Schulman | Sachhoff & Weaver Ltd | 10 S Wacker Dr 40th Fl | | Chicago | IL | 60608 | |

12/28/2007 11:03 AM
EE - UA DOMESTIC W9

EXHIBIT GG

Delphi Corporation
Governmental Entities, Master Service List and 2002 List

| Company | Contact | Address1 | Address2 | City | State | Zip | Country |
|--|--|---|--------------------------|---------------|-------|------------|---------|
| Barack, Ferrazzano, Kirschbaum & Nagelberg LLP | Kimberly J. Robinson | 200 W Madison St Ste 3900 | | Chicago | IL | 60606 | |
| Barack, Ferrazzano, Kirschbaum & Nagelberg LLP | William J. Barrett | 200 W Madison St Ste 3900 | | Chicago | IL | 60606 | |
| Barnes & Thornburg LLP | Alan K. Mills | 11 S. Meridian Street | | Indianapolis | IN | 46204 | |
| Barnes & Thornburg LLP | John T. Gregg | 300 Ottawa Avenue, NW | Suite 500 | Grand Rapids | MI | 49503 | |
| Barnes & Thornburg LLP | Mark R. Owens | 11 S. Meridian Street | | Indianapolis | IN | 46204 | |
| Barnes & Thornburg LLP | Michael K. McCroly | 11 S. Meridian Street | | Indianapolis | IN | 46204 | |
| Barnes & Thornburg LLP | Patrick E. Mears | 300 Ottawa Avenue, NW | Suite 500 | Grand Rapids | MI | 49503 | |
| Barnes & Thornburg LLP | Wendy D. Brewer | 11 S. Meridian Street | | Indianapolis | IN | 46204 | |
| Bartholomew County In | Bartholomew County Treasurer | PO Box 1986 | | Columbus | IN | 47202 | |
| Bartlett Hackett Feinberg P.C. | Frank F. McGinn | 155 Federal Street | 9th Floor | Boston | MA | 02110 | |
| Bay City City Of Bay | Co Jerry W Gerde Esq | 301 Washington Ave | | Bay City | MI | 48708 | |
| Bay County Tax Collector | Treasurer | 239 E 4th St | | Panama City | FL | 32401 | |
| Bd Of Ed South Western City Sch Dst | Treasurer | 3805 Marlane Dr | | Grove City | OH | 43123 | |
| Bedford Co Tn | Bedford County Trustee | 102 North Side Square | | Shelbyville | TN | 37160 | |
| Beeman Law Office | Thomas M Beeman | 33 West 10th Street | Suite 200 | Anderson | IN | 46016 | |
| Ben Hill County Ga | Ben Hill County Tax Commissioner | PO Box 1393 | | Fitzgerald | GA | 31750 | |
| Berkley City Of Oakland | Hannah E. Greenwald | 3338 Coolidge Hwy | | Berkley | MI | 48072 | |
| Bernstein Litowitz Berger & Grossman | John P. Coffey | 1285 Avenue of the Americas | | New York | NY | 10019 | |
| Bernstein Litowitz Berger & Grossman | Wallace A. Showman | 1285 Avenue of the Americas | | New York | NY | 10019 | |
| Bernstein Litowitz Berger & Grossman | James P. Murphy | 535 Griswold | Suite 1900 | Detroit | MI | 48226 | |
| Bexar Co Tx | Bexar Co Tax Assessor / Collector | PO Box 2903 | | San Antonio | TX | 78289 | |
| Bexar County | David G Aelvoet | Lineberger Goggan Blair & Sampson L | 711 Navarro Ste 300 | San Antonio | TX | 78205 | |
| Bialson, Bergen & Schwab | Kenneth T. Law, Esq. | 2600 El Camino Real | Suite 300 | Palo Alto | CA | 94306 | |
| Bialson, Bergen & Schwab | Lawrence M. Schwab, Esq. | 2600 El Camino Real | Suite 300 | Palo Alto | CA | 94306 | |
| Bialson, Bergen & Schwab | Patrick M. Costello, Esq. | 2600 El Camino Real | Suite 300 | Palo Alto | CA | 94306 | |
| Bialson, Bergen & Schwab | Thomas M. Gaa | 2600 El Camino Real | Suite 300 | Palo Alto | CA | 94306 | |
| Bingham McHale LLP | Michael J Alerding | 10 West Market Street | Suite 2700 | Indianapolis | IN | 46204 | |
| Bingham McHale LLP | John E Taylor, Whitney L Mosby | 10 West Market Street | Suite 2700 | Indianapolis | IN | 46204 | |
| Blackford County In | Blackford County Treasurer | PO Box 453 | | Hartford City | IN | 47348 | |
| Blank Rome LLP | Marc E. Richards | The Chrysler Building | 405 Lexington Avenue | New York | NY | 10174 | |
| Board Of County Commissioners Of Johnson County Kansas | Johnson County Legal Dept | Johnson County Admin Bldg | 111 S Cherry St Ste 3200 | Olathe | KS | 66061-3441 | |
| Board Of Equalization | | PO Box 942879 | | Sacramento | CA | 94279 | |
| Bodman LLP | Ralph E. McDowell | 100 Renaissance Center | 34th Floor | Detroit | MI | 48243 | |
| Bond, Schoeneck & King, PLLC | Camille W. Hill | One Lincoln Center | 18th Floor | Syracuse | NY | 13202 | |
| Bond, Schoeneck & King, PLLC | Charles J. Sullivan | One Lincoln Center | 18th Floor | Syracuse | NY | 13202 | |
| Bond, Schoeneck & King, PLLC | Stephen A. Donato | One Lincoln Center | 18th Floor | Syracuse | NY | 13202 | |
| Boone Co Ky | Boone County Sheriff | PO Box 198 | | Burlington | KY | 41005 | |
| Bose McKinney & Evans LLP | Michael A Trentladue, Carina M de la Torre | 2700 First Indiana Plz | 135 N Pennsylvania St | Indianapolis | IN | 46204 | |
| Boulder Co Co | Boulder County Treasurer | PO Box 471 | | Boulder | CO | 80306 | |
| Boulder County Treasurer | Bob Hullinghorst | PO Box 471 | | Boulder | CO | 80306 | |
| Bout, Cummings, Connors & Berry, PLC | Austin L. McMullen | 1600 Division Street, Suite 700 | PO Box 34005 | Nashville | TN | 37203 | |
| Bout, Cummings, Connors & Berry, PLC | Roger G. Jones | 1600 Division Street, Suite 700 | PO Box 34005 | Nashville | TN | 37203 | |
| Bourbon Co Ky | Bourbon County Sheriff | 301 Main St | | Paris | KY | 40361 | |
| Bowie Independent School District | Andrew Dylan Wood | Ray Wood & Bonilla Lip | PO Box 165001 | Austin | TX | 78716 | |
| Brembo S.p.A. | Massimiliano Cini | Administration Department via Brembo 25 | 24035 Curno BG | Bergamo | Italy | | |
| Brevard County Tax Collector | | PO Box 2020 | | Titusville | FL | 32781 | |
| Brighton City Of Livingston | Treasurer | 200 N First St | | Brighton | MI | 48116 | |
| Brighton Twp Livingston | Treasurer | 4363 Buno Rd | | Brighton | MI | 48114 | |
| Brown & Connery, LLP | Donald K. Ludman | 6 North Broad Street | | Woodbury | NJ | 08096 | |
| Brown Rudnick Bertack Israels LLP | Robert J. Stark | Seven Times Square | | New York | NY | 10036 | |

Delphi Corporation
Governmental Entities, Master Service List and 2002 List

| Company | Contact | Address1 | Address2 | City | State | Zip | Country |
|---|---|-------------------------------------|---------------------------|---------------|-------|------------|---------|
| Brownsville Isd | Diane W Sanders Linebarger Goggan Blair & Sampson L | 1949 South Ih 35 | PO Box 17428 7428 | Austin | TX | 78760-7428 | |
| Brownsville Isd Tx | Brownsville Isd Tax Office | PO Box 4050 | | Brownsville | TX | 78523 | |
| Buchalter Nemer, A Profesional Corporation | Shawn M. Christianson | 333 Market Street | 25th Floor | San Francisco | CA | 94105-2126 | |
| Buena Vista Twp Saginaw | Buena Vista Twp Treasurer | 1160 S Outer Dr | | Saginaw | MI | 48601 | |
| Bureau Of Customs Border Protection | Commissioner | Department Of Homeland Security | 1300 Pennsylvania Ave Nw | Washington | DC | 20229 | |
| Burk Burnett Independent School District | Harold Lerew | Perdue Brandon Fielder Collins & Mo | PO Box 8188 | Wichita Falls | TX | 76307 | |
| Burk Burnett Isd Tx | Burk Burnett Isd Tax Office | PO Box 608 | | Burk Burnett | TX | 76364 | |
| Burr & Forman LLP | Michael Leo Hall | 420 North Twentieth Street | Suite 3100 | Birmingham | AL | 35203 | |
| Burton City Of Genesee | Treasurer | 4303 S Ctr Rd | | Burton | MI | 48519 | |
| Butler Co Ky | Butler County Sheriff | PO Box 100 | | Morgantown | KY | 42261 | |
| Butler Co Mo | Butler Co Courthouse | 100 N Main | | Poplar Bluff | MO | 63901 | |
| Butler County Treasurer | Government Services Building | 315 High St 10th Fl | | Hamilton | OH | 45011 | |
| Byron Twp Kent | Treasurer | 8085 Byron Ctr Ave Sw | | Byron Ctr | MI | 49315 | |
| Cabarrus Co Nc | Cabarrus Co Tax Collector | 65 Church St Se | | Concord | NC | 28026 | |
| Cadwalader Wickersham & Taft LLP | Jeannine D'Amico | 1201 F St NW Ste 1100 | | Washington | DC | 20004 | |
| Cage Williams & Abelman, P.C. | Steven E. Abelman | 1433 Seventeenth Street | | Denver | CO | 80202 | |
| Cahill Gordon & Reindel LLP | Jonathan Greenberg | 80 Pine Street | | New York | NY | 10005 | |
| Cahill Gordon & Reindel LLP | Robert Usadi | 80 Pine Street | | New York | NY | 10005 | |
| Calfee, Halter & Griswold LLC | Jean R. Robertson, Esq. | 1400 McDonald Investment Ctr | 800 Superior Ave | Cleveland | OH | 44114 | |
| California Secretary Of State | Statement Of Information Unit | PO Box 944230 | | Sacramento | CA | 94244-2300 | |
| Calinoff & Katz, LLP | Dorothy H. Marinis-Riggio | 140 East 45th Street | 17th Floor | New York | NY | 10017 | |
| Cameron Co Tx | Cameron Co Tax Assessor/collector | PO Box 952 | | Brownsville | TX | 78522 | |
| Cameron County | Diane W Sanders Linebarger Goggan Blair & Sampson L | 1949 South Ih 35 78741 | PO Box 17428 | Austin | TX | 78760-7428 | |
| Campbell Co Va | County Of Campbell Treasurer | PO Box 37 | | Rustburg | VA | 24588 | |
| Campbell County Treasurers Office | | PO Box 37 | | Rustburg | VA | 24588 | |
| Canada Border Service Agency | Mr Alain Jolicoeur | 191 Laurier Ave West | 15th Fl | Ottawa | ON | K1A 0L8 | |
| Canada Border Service Agency | Mr Alain Jolicoeur | 191 Laurier Ave West | 15th Fl | Ottawa | ON | K1A 0L8 | Canada |
| Canada Customs And Revenue Agency | | 275 Pope Rd Ste 103 | | Summerside Pe | | C1N 6A2 | |
| Canada Customs And Revenue Agency | | 275 Pope Rd Ste 103 | | Summerside Pe | | C1N 6A2 | Canada |
| Canton Twp | Treasurer | PO Box 87010 | | Canton | MI | 48187 | |
| Carolyn P Bowers Montgomery County Trustee | | PO Box 1005 | | Clarksville | TN | 37041 | |
| Carrollton Farmers Branch Independent School District | Andrea Sheehan | Law Offices Of Robert E Luna P C | 4411 N Central Expressway | Dallas | TX | 75205 | |
| Carrollton Farmers Branch Isd Tx | School Tax Assessor / Collector | PO Box 110611 | | Carrollton | TX | 75011 | |
| Carson Fischer, P.L.C. | Robert A. Weisberg | 300 East Maple Road | Third Floor | Birmingham | MI | 48009-6317 | |
| Carter Ledyard & Milburn LLP | Aaron R. Cahn | 2 Wall Street | | New York | NY | 10005 | |
| Cass County In | Cass County Treasurer | 200 Court Pk | | Logansport | IN | 46947 | |
| Catawba Co Nc | Catawba Co Tax Collector | PO Box 368 | | Newton | NC | 28658 | |
| Cca Municipal Income Tax | | 1701 Lakeside Ave | | Cleveland | OH | 44114-1179 | |
| Chadbourne & Parke LLP | Douglas Deutsch, Esq. | 30 Rockefeller Plaza | | New York | NY | 10112 | |
| Charter Township Of Brighton | Harris & Leterski | 822 E Grand River | | Brighton | MI | 48116 | |
| Chelsea | | 305 S Main St | Ste 100 | Chelsea | MI | 48118 | |
| Cherokee Co Ga | Cherokee Bd Of Collector | 100 North St | | Canton | GA | 30114 | |
| Chesterfield Co Sc | Chesterfield Co Tax Treasurer | PO Box 750 | | Chesterfield | SC | 29709 | |
| Chris Hughes Okaloosa County Tax Collector | Philip A Bates Pa | PO Box 1390 | | Pensacola | FL | 32591-1390 | |
| Christian Co Ky | Christian County Sheriff | 501 S Main St | | Hopkinsville | KY | 42240 | |
| Cincinnati Income Tax Division | Treasury Division | 805 Central Ave | Ste 600 | Cincinnati | OH | 45202-5756 | |
| City & County Of Denver Co | Attn Karen Katros Bankruptcy Analys | 144 W Colfax Ave / PO Box 17420 | | Denver | CO | 80217 | |
| City And County Of Denver Treasury | City If Bristol Tax Collector | McNichols Civic Ctr Bldg | 144 W Colfax Ave Room 384 | Denver | CO | 80202-5391 | |
| City Of Bristol Ct | | PO Box 1040 | | Bristol | CT | 06011 | |
| City Income Tax | Room G 29 | 142 W Michigan Ave | | Lansing | MI | 48933-1697 | |
| City Of Akron Ohio | Income Tax Division | 1 Cascade Plaza 11th Fl | | Akron | OH | 44308-1100 | |
| City Of Bowling Green Ky | Treasury Division | PO Box 430 | | Bowling Green | KY | 42102-0430 | |

Delphi Corporation
Governmental Entities, Master Service List and 2002 List

| Company | Contact | Address1 | Address2 | City | State | Zip | Country |
|---|---|---------------------------------|---------------------------|---------------|-------|------------|---------|
| City Of San Marcos | Diane W Sanders Linebarger Goggan Blair & Sampson L | 1949 South Ih 35 78741 | PO Box 17428 | Austin | TX | 78760-7428 | |
| City Of Selmer Tn | City Tax Collector | 144 N 2nd St | | Selmer | TN | 38375 | |
| City Of Shelbyville Tn | Shelbyville Treasurer | 201 N Spring St | | Shelbyville | TN | 37160 | |
| City Of Southington Ct | City Of Southington Tax Collector | PO Box 579 | | Southington | CT | 06489 | |
| City Of Toledo | Division Of Taxation | One Government Ctr Ste 2070 | | Toledo | OH | 43604-2280 | |
| City Of Torrington Ct | City Of Torrington Tax Collector | PO Box 839 | | Torrington | CT | 06790 | |
| City Of Tuscaloosa | Revenue Dept | PO Box 2089 | | Tuscaloosa | AL | 35603 | |
| City Of Vandalla | | 333 James E Bohanan Memorial Dr | | Vandalla | OH | 45377 | |
| City Of Walker | Income Tax Administrator | PO Box 153 | | Grand Rapids | MI | 49501-0153 | |
| City Of Warren Income Tax | | PO Box 230 | | Warren | OH | 44482 | |
| City Of Waterbury Ct | City Of Waterbury Tax Collector | PO Box 2556 | | Waterbury | CT | 06723 | |
| City Of Watertown Ct | City Of Watertown Tax Collector | PO Box 224 | | Watertown | CT | 06795 | |
| City Of Wentzville Mo | City Collector | 310 W Pearce Blvd | | Wentzville | MO | 63385 | |
| City Of Wichita Falls Tx | Director Of Finance | City Of Wichita Falls | PO Box 1431 | Wichita Falls | TX | 76307 | |
| Clark Co Nv | Clark County Assessor | 500 S Grand Central Pkwy | PO Box 551401 | Las Vegas | NV | 89156 | |
| Clark Co Wa | Clark County Treasurer | PO Box 9808 | | Vancouver | WA | 98666 | |
| Clark County Ar | Clark County Courthouse | 401 Clay St | | Arkadelphia | AR | 71923 | |
| Clark County Treasurer | | 31 N Limestone St | PO Box 1305 | Springfield | OH | 45502 | |
| Clark Hill PLC | Joel D. Applebaum | 500 Woodward Avenue | Suite 3500 | Detroit | MI | 48226-3435 | |
| Clark Hill PLC | Shannon Deely | 500 Woodward Avenue | Suite 3500 | Detroit | MI | 48226-3435 | |
| Clark Hill PLC | Robert D. Gordon | 500 Woodward Avenue | Suite 3500 | Detroit | MI | 48226-3435 | |
| Clark Hill PLC | Clay County Collector | PO Box 219808 | | Kansas City | MO | 64121 | |
| Clayton County Ga | Clayton County Tax Commissioner | 121 S McDonough St | Courthouse Annex 3 2nd Fl | Jonesboro | GA | 30236 | |
| Cleary Gottlieb Steen & Hamilton LLP | Deborah M. Buell | One Liberty Plaza | | New York | NY | 10006 | |
| Cleary, Gottlieb, Steen & Hamilton LLP | James L. Bromley | One Liberty Plaza | | New York | NY | 10006 | |
| Cleveland Co Nc | Cleveland Co Tax Collector | PO Box 370 | | Shelby | NC | 28151 | |
| Clinton City Recorder | | 100 Bowling St City Hall | | Clinton | TN | 37716 | |
| Clinton County In | Clinton County Treasurer | 220 Courthouse Sq | | Frankfort | IN | 46041 | |
| Clio City Of Genesee | City Treasurer | 505 W Vienna St | | Clio | MI | 48420 | |
| Cobb County Ga | Cobb County Tax Commissioner | 100 Cherokee St | Ste 250 | Marietta | GA | 30090 | |
| Cohen & Grigsby, P.C. | Thomas D. Maxson | 11 Stanwix Street | 15th Floor | Pittsburgh | PA | 15222-1319 | |
| Cohen, Weiss & Simon | Bruce Simon | 330 W 42nd Street | | New York | NY | 10036 | |
| Cohn Birnbaum & Shea P.C. | Joseph J. Viale, Babette Cecotti | 330 West 42nd Street | | New York | NY | 10036 | |
| Colbert & Winstead, P.C. | Scott D. Rosen, Esq. | 100 Pearl Street, 12th Floor | | Hartford | CT | 06103 | |
| Collector Of Revenue | Amy Wood Mabrie | 1812 Broadway | | Nashville | TN | 37203 | |
| Collin Co Tx | Collin Co Tax Assessor / Collector | 41 S Central Ave | | Clayton | MO | 63105 | |
| Collin County Tax | Gay Mccall Isaacks Et Al | PO Box 8006 | | McKinney | TX | 75070 | |
| Colorado Department Of Revenue | | 777 E 15th St | | Plano | TX | 75074 | |
| Columbiana County Treasurer | | PO Box 469 | | Denver | CO | 80261-0006 | |
| Comal Co Tx | Comal Co Tax Assessor / Collector | 311445 | | Lisbon | OH | 44432-1265 | |
| Commissioner Of Revenue Services | Department Of Revenue Services | PO Box 2936 | | New Braunfels | TX | 78131 | |
| Commonwealth Of Kentucky Department Of Revenue | Wendy L Stephens Kentucky Department Of Revenue | 100 Fair Oaks 5th Fl | PO Box 491 | Hartford | CT | 06104-2936 | |
| Commonwealth Of Massachusetts Department Of Revenue | Anne Chan | Bankruptcy Unit Mdr | | Frankfort | KY | 40602-0491 | |
| Comptroller Of Maryland | | Revenue Administration Division | PO Box 9564 | Boston | MA | 02114-9564 | |
| Conlin, McKenney & Philbrick, P.C. | Texas Sales & Use Tax Division | 111 E 17th St | | Annapolis | MD | 21411-0001 | |
| Connecticut Department Of Revenue Services | Bruce N. Elliott | 350 South Main Street | Suite 400 | Austin | TX | 78774 | |
| Connecticut Secretary Of State | C&E Division Bankruptcy Section | 25 Sigourney St | | Ann Arbor | MI | 48104 | |
| Connolly Bove Lodge & Hutz LLP | Document Review | 30 Trinity St PO Box 150470 | | Hartford | CT | 06106-5032 | |
| Contra Costa County Collector | Jeffrey C. Wisler, Esq. | 1007 N. Orange Street | P.O. Box 2207 | Hartford | CT | 06106-0470 | |
| Contrarian Capital Management, L.L.C. | Mark Lee, Janice Stanton, Bill Raine, Seth Lax | PO Box 631 | | Wilmington | DE | 19899 | |
| | | 411 West Putnam Avenue | Suite 225 | Martinez | CA | 94553 | |
| | | | | Greenwich | CT | 06830 | |

Delphi Corporation
Governmental Entities, Master Service List and 2002 List

| Company | Contact | Address1 | Address2 | City | State | Zip | Country |
|---|--|--------------------------------|-----------------------|------------------|-------|------------|---------|
| Department Of The Treasury Internal Revenue Service | Internal Revenue Service | 280 Broadway 6th Fl | | New York | NY | 10007 | |
| Detroit City Income Tax | | 2 Woodward | Room B 3 | Detroit | MI | 48226 | |
| Detroit City Of Wayne | Department 268301 | City Of Detroit Property Tax | PO Box 55000 | Detroit | MI | 48255 | |
| Dickinson Wright PLLC | Michael C. Hammer | 301 E Liberty, Ste 500 | | Ann Arbor | MI | 48104 | |
| DiConza Law, P.C. | Gerard DiConza, Esq. | 630 Third Avenue, 7th Floor | | New York | NY | 10017 | |
| Dinsmore & Shohl LLP | John Persiani | 1900 Chemed Center | 255 East Fifth Street | Cincinnati | OH | 45202 | |
| Director Department | Office Of The Illinois State Treasu | 1 West Old State Capitol Plaza | | Springfield | IL | 62701 | |
| Director Of Finance | City Of Elizabethtown | PO Box 550 | | Elizabethtown | KY | 42702-0550 | |
| Division Of Corporations | Annual Report Section | PO Box 6850 | | Tallahassee | FL | 32314 | |
| Division Of Corporations | Nys Department Of State | 41 State St | | Albany | NY | 12231-0002 | |
| DLA Piper Rudnick Gray Cary US LLP | Richard M. Kremen, Maria Ellena Chavez-Ruark | The Marbury Building | 6225 Smith Avenue | Baltimore | and | 21209-3600 | |
| Donetta Davidson Secretary Of State | Department Of State | 1560 Broadway Ste 200 | | Denver | CO | 80202 | |
| Doug Belden Hillsborough County Tax Collector | Attn Doug Belden | 601 E Kennedy Blvd 14th Fl | | Tampa | FL | 33602 | |
| Dreier LLP | Maura I. Russell, Wendy G. Marcarl | 499 Park Ave | 14th Fl | New York | NY | 10022 | |
| Drinker Biddle & Reath LLP | Andrew C. Kassner | 18th and Cherry Streets | | Philadelphia | PA | 19103 | |
| Drinker Biddle & Reath LLP | David B. Aaronson | 18th and Cherry Streets | | Philadelphia | PA | 19103 | |
| Drinker Biddle & Reath LLP | Janice B. Grubin | 140 Broadway 38th Fl | | New York | NY | 10005-1116 | |
| Duane Morris LLP | Joseph H. Lemkin | 744 Broad Street | Suite 1200 | Newark | NJ | 07102 | |
| Duane Morris LLP | Margery N. Reed, Esq. | 30 South 17th Street | | Philadelphia | PA | 19103-4196 | |
| Duane Morris LLP | Wendy M. Simkulak, Esq. | 30 South 17th Street | | Philadelphia | PA | 19103-4196 | |
| Duane Morris LLP | Dubois County Treasurer | 1 Courthouse Sq | | Jasper | IN | 47546 | |
| Dyer Co Tn | Dyer County Trustee | PO Box 1360 | Courthouse | Dyersburg | TN | 38025 | |
| Dyer County Trustee | C O J Michael Gauldin | PO Box 220 | | Dyersburg | TN | 38025 | |
| Dykema Gossett PLLC | Brendan G Best Esq | 39577 Woodward Ave Ste 300 | | Bloomfield Hills | MI | 48304 | |
| Dykema Gossett PLLC | Gregory J. Jordan | 10 Wacker | Suite 2300 | Chicago | IL | 60606 | |
| East Tawas City Of | Treasurer | 760 Newman | PO Box 672 | East Tawas | MI | 48730 | |
| Eckert Seamans Cherin & Mellott LLC | Michael G. Busenell | 300 Delaware Avenue | Suite 1360 | Wilmington | DE | 19801 | |
| Edgefield Co Sc | Edgefield Co Treasurer | PO Box 22 | | Edgefield | SC | 29824 | |
| El Paso County Tx | El Paso Co Tax Assessor /collector | PO Box 313 | | El Paso | TX | 79999 | |
| Electronic Data Systems Corp. | Michael Nekfens | 5505 Corporate Drive MSIA | | Troy | MI | 48068 | |
| Electronic Data Systems Corporation | Ayala Hassell | 5400 Legacy Dr. | Mail Stop H3-3A-05 | Plano | TX | 75024 | |
| Elkhart County In | Elkhart County Treasurer | 117 N 2nd St | Room 201 | Goshen | IN | 46526 | |
| Elkhart County In | Alan H. Katz | 639 Loyola Ave 26th Fl | | New Orleans | LA | 70113 | |
| Environmental Protection Agency | | 1200 Pennsylvania Avenue NW | | Washington | DC | 20460 | |
| Erie County Treasurer | Ariel Ribs Building | 247 Columbus | | Sandusky | OH | 44870 | |
| Erman, Telcher, Miller, Zucker & Freedman, P.C. | David H. Freedman | 400 Galleria Officentre | Ste. 444 | Southfield | MI | 48034 | |
| Essexville City Of Bay | | | | Essexville | MI | | |
| Etowah County Al | Etowah County Revenue Commissioner | 800 Forrest Ave | Room G 15 | Gadsden | AL | 35901 | |
| Ettelman & Hochheiser, P.C. | Gary Ettelman | c/o Premium Cadillac | 77 Main Street | New Rochelle | NY | 10801 | |
| Fagel Haber LLC | Gary E. Green | 55 East Monroe | 40th Floor | Chicago | IL | 60603 | |
| Fagel Haber LLC | Lauren Newman | 55 East Monroe | 40th Floor | Chicago | IL | 60603 | |
| Fairfield County Treasurer | | 210 East Main St | Room 208 | Lancaster | OH | 43130 | |
| Fayette County Ga | Fayette County Tax Commissioner | PO Box 70 | | Fayetteville | GA | 30214 | |
| Fayette County In | Fayette County Treasurer | Courthouse | | Connersville | IN | 47331 | |
| Fenton City Of | Treasurer | 301 S Leroy St | | Fenton | MI | 48430 | |
| Filardi Law Offices LLC | Charles J. Filardi, Jr., Esq. | 65 Trumbull Street | Second Floor | New Haven | CT | 06510 | |
| Finanzamt Bonn Innenstadt | | Welschnonnenstr 15 | | Bonn | | 53111 | |
| Finanzamt Bonn Innenstadt | | Welschnonnenstr 15 | | Bonn | | 53111 | Germany |
| Finkel Goldstein Rosenbloom & Nash LLP | Ted J. Donovan | 26 Broadway | Suite 711 | New York | NY | 10004 | |
| Flextronics International | Carrie L. Schiff | 305 Interlocken Parkway | | Broomfield | CO | 80021 | |
| Flextronics International USA, Inc. | Paul W. Anderson | 2090 Fortune Drive | | San Jose | CA | 95131 | |
| Flint Charter Twp | Treasurer | 1480 S Dye Rd | | Flint | MI | 48532 | |

Delphi Corporation
Governmental Entities, Master Service List and 2002 List

| Company | Contact | Address1 | Address2 | City | State | Zip | Country |
|--|---|-----------------------------|--------------------------------------|---------------|-------|------------|---------|
| Kansas Department Of Revenue | Sales Tax Division | 915 Sw Harrison St | | Topeka | KS | 66625 | |
| Kansas Secretary Of State | Memorial Hall 1st Fl | 120 S W 10th Ave | | Topeka | KS | 66612-1594 | |
| Kalten Muchin Rosenman LLP | John P. Siegler, Esq. | 525 West Monroe Street | | Chicago | IL | 60661 | |
| Kaye Scholer LLP | Richard G Smolev | 425 Park Avenue | | New York | NY | 10022-3598 | |
| Kegler, Brown, Hill & Ritter Co., LPA | Kenneth R. Cookson | 65 East State Street | Suite 1800 | Columbus | OH | 43215 | |
| Keller Rohrbach L.L.P. | Lynn Lincoln Sarko | 1201 Third Avenue | Suite 3200 | Seattle | WA | 98101 | |
| Keller Rohrbach P.L.C. | Erin M. Riley | National Bank Plaza | 3101 North Central Avenue, Suite 900 | Phoenix | AZ | 85012 | |
| Kelley Dye & Warren, LLP | Mark I. Bane | 101 Park Avenue | | New York | NY | 10178 | |
| Ken Burton Jr Cfc | Mark R. Sommerstein | PO Box 25300 | | New York | NY | 10178 | |
| Kennedy, Jennick & Murray | Tax Collector Manatee County | 113 University Place | | Bradenton | FL | 34206-5300 | |
| Kennedy, Jennick & Murray | Larry Magarik | 113 University Place | 7th Floor | New York | NY | 10003 | |
| Kennedy, Jennick & Murray | Susan M. Jennik | 113 University Place | 7th Floor | New York | NY | 10003 | |
| Kentucky Department Of Revenue | Thomas Kennedy | 113 University Place | 7th Floor | New York | NY | 10003 | |
| Kentucky Revenue Cabinet | | | | Frankfurt | KY | 40619-0007 | |
| Killam Development Ltd | | | | Frankfurt | KY | 40620 | |
| King & Spalding, LLP | H. Slayton Dabney, Jr., Bill Dimos | PO Box 499 | | Laredo | TX | 78042 | |
| King Co Wa | King County Tax Collector | 1185 Avenue of the Americas | | New York | NY | 10036 | |
| King County Tax Collector Room 600 | | 500 4th Ave | Room 600 | Seattle | WA | 98104 | |
| Kirkland & Ellis LLP | Jim Stempel | 200 East Randolph Drive | | Seattle | WA | 98104-2340 | |
| Kirkpatrick & Lockhart Nicholson Graham LLP | Edward M. Fox | 599 Lexington Avenue | | Chicago | IL | 60601 | |
| Klett Rooney Lieber & Schorling | DeWitt Brown | The Brandywine Building | 1000 West Street, Suite 1410 | New York | NY | 10022 | |
| Klett Rooney Lieber & Schorling | Eric L. Schnabel | The Brandywine Building | 1000 West Street, Suite 1410 | Wilmington | DE | 19801 | |
| Knox Co Tn | Knox County Trustee | PO Box 70 | | Wilmington | DE | 19801 | |
| Knox County Trustee | Mike Lowe Knox Co Trustee C O Attorney Dean B | | | Knoxville | TN | 37901 | |
| Kosciusko County In | Farmer | Hodges Doughty Carson Plc | PO Box 869 | Knoxville | TN | 37901-0869 | |
| Kramer Levin Naffais & Frankel LLP | Kosciusko County Treasurer | 100 W Ctr St | | Warsaw | IN | 46580 | |
| Kramer Levin Naffais & Frankel LLP | Gordon Z. Novod | 1177 Avenue of the Americas | | New York | NY | 10036 | |
| Krugliak, Wilkins, Griffiths & Dougherty CO., L.P.A. | Thomas Moers Mayer | 1177 Avenue of the Americas | | New York | NY | 10036 | |
| Kurtzman Carson Consultants | Sam O. Simmerman | 4775 Munson Street N.W. | P.O. Box 36963 | Canton | OH | 44735-6963 | |
| Kutak Rock LLP | Sheryl Belance | 2335 Alaska Ave | | El Segundo | CA | 90245 | |
| Kutichin & Rufo, P.C. | Jay Selanders | 1010 Grand Blvd Ste 500 | | Kansas City | MO | 64106 | |
| Kutichin & Rufo, P.C. | Edward D. Kutichin | Two Center Plaza | Suite 620 | Boston | MA | 02108-1906 | |
| Lagrange County In | Kerry R. Northrup | Two Center Plaza | Suite 620 | Boston | MA | 02108-1906 | |
| Lake County Treasurer | Lagrange County Treasurer | 114 W Michigan St | Ste 4 | Lagrange | IN | 46761 | |
| Lakeview Local Sch Dst Board Of Education | Treasurer | 105 Main St | | Painesville | OH | 44077 | |
| Lambert, Leser, Isackson, Cook & Guinta, P.C. | Susan M. Cook | 300 Hillman Dr | | Cortland | OH | 44410 | |
| Lansing City Of Eaton | Susan M. Cook | 309 Davidson Building | PO Box 835 | Bay City | MI | 48707-0835 | |
| Laporte County In | Laporte County Treasurer | 1st Fl City Hall | 124 W Michigan Ave | Lansing | MI | 48933 | |
| Latham & Watkins | Laporte County Treasurer | 813 Lincolnway Ste 205 | | Laporte | IN | 46360-3491 | |
| Latham & Watkins | Erika Ruiz | PO Box J | | Michigan City | IN | 46361 | |
| Latham & Watkins | Henry P. Baer, Jr. | 885 Third Avenue | | New York | NY | 10022 | |
| Latham & Watkins | John W. Weiss | 885 Third Avenue | | New York | NY | 10022 | |
| Latham & Watkins | Mark A. Broude | 885 Third Avenue | | New York | NY | 10022 | |
| Latham & Watkins | Michael J. Riela | 885 Third Avenue | | New York | NY | 10022 | |
| Latham & Watkins | Mitchell A. Seider | 885 Third Avenue | | New York | NY | 10022 | |
| Latham & Watkins LLP | Robert J. Rosenberg | 885 Third Avenue | | New York | NY | 10022 | |
| Laurens Co Sc | Laurens Co Taxtreasurer | PO Box 1049 | | New York | NY | 10022 | |
| Law Debenture Trust of New York | Daniel R. Fisher | 400 Madison Ave | Fourth Floor | New York | NY | 10017 | |
| Law Debenture Trust of New York | Patrick J. Healy | 400 Madison Ave | Fourth Floor | New York | NY | 10017 | |
| Law Offices of Michael O'Hayer | Michael O'Hayer Esq | 22 N Walnut Street | | West Chester | PA | 19380 | |
| Lawrence Co Ky | Lawrence County Sheriff | PO Box 38 | | Louisa | KY | 41230 | |

Delphi Corporation
Governmental Entities, Master Service List and 2002 List

| Company | Contact | Address1 | Address2 | City | State | Zip | Country |
|---|---|------------------------------|-----------------------------------|-----------------|-------|------------|---------|
| Madison Co Tn | Madison County Trustee | 100 E Main | Rm 107 | Jackson | TN | 38301 | |
| Madison County Al | Madison County Collector | 100 Northside Square | County Courthouse | Huntsville | AL | 35801 | |
| Madison County In | Madison County Treasurer | 16 E 9th St | | Anderson | IN | 46016 | |
| Madison County Indiana Treasurer | C O Thomas M Beeman | 33 W 10th St Ste 200 | | Anderson | IN | 46016 | |
| Madison Heights City Of Oakland | | 300 W 13 Mile Rd | | Madison Heights | MI | 48071 | |
| Madison Twp Lenawee | Lenawee County Treasurer | 301 N Main St Old Courthouse | | Adrian | MI | 49221 | |
| Manager Of Finance | Jackson County Manager Of Finance | Bankruptcy 415 E 12th St | | Kansas City | MO | 64106 | |
| Manatee Tax County Collector | | PO Box 25300 | | Sarasota | FL | 25300 | |
| Margulies & Levinson, LLP | Jeffrey M. Levinson, Esq., Leah M. Caplan, Esq. | 30100 Chagrin Boulevard | Suite 250 | Pepper Pike | OH | 44124 | |
| Maricopa Co Az | Maricopa County Treasurer | PO Box 78574 | | Phoenix | AZ | 85062 | |
| Maricopa County Treasurers Office | Barbara Lee Caldwell | Herbert Schenk Pc | 4742 N 24th St Ste 100 | Phoenix | AZ | 85016 | |
| Marion Co Ky | Marion County Sheriff | 102 W Main St | Courthouse | Lebanon | KY | 40033 | |
| Marion Co Ms | Marion Co Tax Collector | 250 Board St | Site 3 | Columbia | MS | 39429 | |
| Marion Co Sc | Marion Co Tax Treasurer | PO Box 275 | | Marion | SC | 29571 | |
| Marion Co Treasurer | | PO Box 275 | | Marion | SC | 29571 | |
| Marion County In | Marion County Treasurer | 200 E Washington St Rm 1001 | | Indianapolis | IN | 46204 | |
| Marion County Tax Collector | | PO Box 970 | | Ocala | FL | 34478-0970 | |
| Marshall County Al | Marshall County Revenue Commissioner | Marshall County Courthouse | 424 Blount Ave Ste 124 | Guntersville | AL | 35976 | |
| Marshall County In | Marshall County Treasurer | 112 W Jefferson St | Room 206 | Plymouth | IN | 46563 | |
| Massachusetts Department Of Revenue | | PO Box 7025 | | Boston | MA | 02204 | |
| Mastromarco & Jahn, P.C. | Victor J. Mastromarco, Jr. | 1024 North Michigan Avenue | P.O. Box 3197 | Saginaw | MI | 48605-3197 | |
| Masuda Funeral Effert & Mitchell, Ltd. | Gary D. Santeila | 203 North LaSalle Street | Suite 2500 | Chicago | IL | 60601-1262 | |
| Mathews Local School District | | 4434 B Warren Sharon Rd | | Vienna | OH | 44473 | |
| Maury Co Tn | Maury County Trustee | One Public Square | | Columbia | TN | 38401 | |
| Maury County Trustee | | One Public Square | | Columbia | TN | 38401 | |
| Mayer Brown | Jeffrey G. Tougas | 1675 Broadway | | New York | NY | 10019 | |
| Mayer Brown | Raniero D'Aversa, Jr. | 1675 Broadway | | New York | NY | 10019 | |
| McCarier & English, LLP | David J. Adler, Jr. Esq. | 245 Park Avenue, 27th Floor | | New York | NY | 10167 | |
| McCarier & English, LLP | Eduardo J. Glas, Esq. | Four Gateway Center | 100 Mulberry Street | Newark | NJ | 07102-4096 | |
| McCarthy Tetrault LLP | John J. Salmas | 66 Wellington Street West | Suite 4700 | Toronto | o | M5K 1E6 | |
| McDermott Will & Emery LLP | David D. Cleary | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | |
| McDermott Will & Emery LLP | James M. Sullivan | 340 Madison Avenue | | New York | NY | 10017 | |
| McDermott Will & Emery LLP | Jason J. DeJonker | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | |
| McDermott Will & Emery LLP | Mofsin N. Khambati | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | |
| McDermott Will & Emery LLP | Peter A. Clark | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | |
| McDermott Will & Emery LLP | Stephen B. Selbst | 340 Madison Avenue | | New York | NY | 10017 | |
| McDonald County Collector Cloteel Atkins | | Box 725 | | Pineville | MO | 64856 | |
| McDonald Hopkins Co., LPA | Scott N. Opincar, Esq. | 600 Superior Avenue, E. | Suite 2100 | Cleveland | OH | 44114 | |
| McDonald Hopkins Co., LPA | Shawn M. Riley, Esq. | 600 Superior Avenue, E. | Suite 2100 | Cleveland | OH | 44114 | |
| McElroy, Deutsch, Mulvaney & Carpenter, LLP | Jeffrey Bernstein, Esq. | Three Gateway Center | 100 Mulberry Street | Newark | NJ | 07102-4079 | |
| McGuirewoods LLP | Aaron G McCollough Esq | One James Center | 901 East Cary Street | Richmond | VA | 23219-4030 | |
| McGuirewoods LLP | Elizabeth L. Gunn | One James Center | 901 East Cary Street | Richmond | VA | 23219-4030 | |
| McNairy Co Tn | McNairy County Trustee | Courthouse | | Selmer | TN | 38375 | |
| McTigue Law Firm | Cornish F. Hitchcock | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | |
| McTigue Law Firm | J. Brian McTigue | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | |
| Medina County Treasurer | | 144 N Broadway St | | Medina | OH | 44256 | |
| Meslow Financial | Leon Slezinger | 666 Third Ave | 21st Floor | New York | NY | 10017 | |
| Metropolitan Trustee Tn | Metropolitan Trustee | PO Box 305012 | | Nashville | TN | 37230 | |
| Meyer, Stozzi, English & Klein, P.C. | Hanan Kolko | 1350 Broadway | Suite 501 | New York | NY | 10018 | |
| Meyer, Stozzi, English & Klein, P.C. | Lowell Peterson, Esq. | 1350 Broadway | Suite 501 | New York | NY | 10018 | |
| Meyers, Rodbell & Rosenbaum, P.A. | M. Evan Meyers | Berkshire Building | 6801 Kenilworth Avenue, Suite 400 | Riverdale Park | MD | 20737-1385 | |
| Meyers, Rodbell & Rosenbaum, P.A. | Robert H. Rosenbaum | Berkshire Building | 6801 Kenilworth Avenue, Suite 400 | Riverdale Park | MD | 20737-1385 | |
| Miami County Treasurer | | 201 W Main St | Safety Building | Troy | OH | 45373-3263 | |

Delphi Corporation
Governmental Entities, Master Service List and 2002 List

| Company | Contact | Address1 | Address2 | City | State | Zip | Country |
|--|----------------|--------------------------------------|-----------------------|--------------|-------|------------|---------|
| Plisbury Winthrop Shaw Pittman LLP | Robin L. Spear | 1540 Broadway | | New York | NY | 10036-4039 | |
| Pima Co Az | | Pima County Treasurer | 115 N Church Ave | Tucson | AZ | 85701 | |
| Pima County Treasurer Pima County Assessor Pima County Arizona | | 32 N Stone Ave Ste 2100 | | Tucson | AZ | 85701 | |
| Pinal County Treasurer | | PO Box 729 | | Florence | AZ | 85232-0729 | |
| Pinal County Tax Collector | | PO Box 10832 | | Cleanwater | FL | 33757 | |
| Pleasant County Tax Collector | | PO Box 8040 | | Plymouth | MI | 48170 | |
| Plymouth Twp Wayne | | PO Box 1189 | | Lakeland | FL | 33831 | |
| Polk County Tax Collector | | PO Box 431408 | | Pontiac | MI | 48343 | |
| Pontiac City Of Oakland | | 100 West Main St | | Russellville | AR | 72801 | |
| Pope County Ar | | 449 S Meridian 1st Fl | PO Box 1217 | Ravena | OH | 44266 | |
| Portage County Treasurer | | 100 Southgate Parkway | P.O. Box 1997 | Morristown | NJ | 07960 | |
| Porzio Bromberg & Newman, P.C. | | 100 Southgate Parkway | P.O. Box 1997 | Morristown | NJ | 07960 | |
| Porzio Bromberg & Newman, P.C. | | PO Box 1021 | | Des Arc | AR | 72040 | |
| Prairie County Ar | | 1555 N. RiverCenter Drive | Suite 202 | Milwaukee | WI | 53212 | |
| Previant, Goldberg, Uelman, Gratz, Miller & Brueggeman, S.C. | | Almagro | 40 | Madrid | MD | 28010 | Spain |
| PriceWaterHouseCoopers | | 8801 Kenilworth Ave Ste 400 | | Riverdale | MD | 20737-1385 | |
| Prince Georges County Maryland | | P.O. Box #304 | | Frankenmuth | MI | 48734 | |
| Professional Technologies Services | | 10,000 Midland Drive | | MI. Laurel | NJ | 08054 | |
| QAD, Inc. | | Jason Pickering, Esq. | | New York | NY | 10152 | |
| Quadrangle Debt Recovery Advisors LLC | | Andrew Herenstein | | New York | NY | 10152 | |
| Quadrangle Group LLC | | Patrick Bartels | | Phoenix | AZ | 85004-2391 | |
| Quarles & Brady Streich Lang LLP | | John A. Harris | | Tucson | AZ | 85701 | |
| Quarles & Brady Streich Lang LLP | | Kasey C. Nye | | Madison | WI | 53703-3085 | |
| Quarles & Brady Streich Lang LLP | | Roy Prange | | Phoenix | AZ | 85004-2391 | |
| Quarles & Brady Streich Lang LLP | | Scott R. Goldberg | | Brandon | MS | 39042 | |
| Randin Co Ms | | 211 E Govt St | | Brandon | MS | 39042 | |
| Randin County | | 211 E Govt St | | Sanford | FL | 32772 | |
| Ray Valdes Seminole County Tax Collector | | 1101 E First St | | New York | NY | 10022 | |
| Reed Smith | | 599 Lexington Avenue | | Newark | NJ | 07102 | |
| Reed Smith | | One Riverfront Plaza | | Akron | OH | 44333 | |
| Republic Engineered Products, Inc. | | 3770 Embassy Parkway | | Seattle | WA | 98154-1195 | |
| Riddell Williams P.S. | | 1001 4th Ave. | Suite 4500 | Chicago | IL | 60603 | |
| Rieck and Crotty PC | | 55 West Monroe Street | Suite 3390 | Boston | MA | 02108 | |
| Riemer & Braunstein LLP | | Three Center Plaza | | Versailles | IN | 47042 | |
| Ripley County In | | PO Box 176 | | New York | NY | 10023 | |
| Ripley County Treasurer | | 2109 Broadway | Suite 206 | Riverside | CA | 92502 | |
| Riverside Claims LLC | | P O 12005 | | Springfield | IL | 62761 | |
| Riverside County Collector | | 515 S Brown St | | Columbia | SC | 29202 | |
| Robertson Co Tn | | P.O. Box 844 | | Detroit | MI | 48279 | |
| Robinson, McFadden & Moore, P.C. | | PO Box 79001 | | Clanmore | OK | 74018 | |
| Rochester Hills City Of Oakland | | PO Box 689 | | St Louis | MO | 63103 | |
| Rogers County Treasurer | | Ronald A. Leggett Collector Of Reven | Suite 1100 | Los Angeles | CA | 90071 | |
| Ronald A. Leggett Collector Of Rev | | 515 South Flower Street | | Boston | MA | 02110-2624 | |
| Ropers, Majeski, Kohn & Bentley | | One International Place | | New York | NY | 10111-0087 | |
| Ropes & Gray LLP | | Gregory O. Kaden | | Uniondale | NY | 11553 | |
| Ropes & Gray LLP | | Marc E. Hirschfeld | | Roseville | MI | 48068 | |
| Rosen Stone Marder LLP | | 333 Earle Ovington Boulevard | Suite 901 | New York | NY | 10020 | |
| Roseville City Of Macomb | | PO Box 290 | | Royal Oak | MI | 48066 | |
| Rolichild Inc. | | 1251 Avenue of the Americas | | Lebanon | VA | 24266 | |
| Royal Oak City Of Oakland | | PO Box 64 | | New York | NY | 10004 | |
| Russell Co Va | | PO Box 121 | | Chicago | IL | 60606 | |
| Russell Reynolds Associates, Inc. | | Russell Co Treasurer | | Chicago | IL | 60606 | |
| Sachnoff & Weaver, Ltd | | Charles E. Budibol, P.C. | 40th Floor | Saginaw | MI | 48601 | |
| Sachnoff & Weaver, Ltd | | Charles S. Schulman | 40th Floor | | | | |
| Saginaw City Of Saginaw | | Charles S. Schulman | 40th Floor | | | | |
| | | Treasurer | 1315 S Washington Ave | | | | |

Delphi Corporation
Governmental Entities, Master Service List and 2002 List

| Company | Contact | Address1 | Address2 | City | State | Zip | Country |
|--|--|-----------------------------------|----------------------------------|---------------|-------|------------|---------|
| Silver Point Capital, L.P. | Chaim J. Fortgang | Two Greenwich Plaza | 1st Floor | Greenwich | CT | 06830 | |
| Simpson Thatcher & Bartlett LLP | Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr. | 425 Lexington Avenue | | New York | NY | 10017 | |
| Skadden, Arps, Slate, Meagher & Flom LLP | John Wm. Butler, John K. Lyons, Ron E. Meisler | 333 W. Wacker Dr. | Suite 2100 | Chicago | IL | 60606 | |
| Skadden, Arps, Slate, Meagher & Flom LLP | Kayalyn A. Marafioti, Thomas J. Matz | 4 Times Square | P.O. Box 300 | New York | NY | 10036 | |
| Smith Co Ms | Smith County Tax Collector | PO Box 157 | | Raleigh | MS | 39153 | |
| Smith Co Tn | Smith County Trustee | 122 Turner High | Ste 104 | Carthage | TN | 37030 | |
| Smith County Trustee | Jamie D Winkler | 122 Turner High Cir Ste 104 | | Carthage | TN | 37030 | |
| Smith, Gambrell & Russell, LLP | Barbara Ellis-Monro | PO Box 332 | | Carthage | TN | 37030 | |
| Smith, Katzenstein & Furfow LLP | Kathleen M. Miller | 1230 Peachtree Street, N.E. | Suite 3100 | Atlanta | GA | 30309 | |
| Sonnenschein Nath & Rosenthal LLP | D. Farrington Yates | 800 Delaware Avenue, 7th Floor | P.O. Box 410 | Wilmington | DE | 19899 | |
| Sonnenschein Nath & Rosenthal LLP | Monika J. Machen | 1221 Avenue of the Americas | 24th Floor | New York | NY | 10020 | |
| Sonnenschein Nath & Rosenthal LLP | Robert E. Richards | 8000 Sears Tower | 233 South Wacker Drive | Chicago | IL | 60606 | |
| Sonnenschein Nath & Rosenthal LLP | Lloyd B. Sarakin - Chief Counsel, Finance and Credit | 8000 Sears Tower | 233 South Wacker Drive | Chicago | IL | 60606 | |
| Sony Electronics Inc. | | 1 Sony Drive | MD #1 E-4 | Park Ridge | NJ | 07656 | |
| South Carolina Dept Of Revenue | | Corporation | | Columbia | SC | 29214-0006 | |
| Spalding County Ga | Spalding County Tax Commissioner | PO Box 509 | | Griffin | GA | 30224 | |
| Spartanburg Co Sc | Spartanburg Co Treasurer | PO Box 5807 | | Spartanburg | SC | 29304 | |
| Spartanburg Co Tax Collector | Glenda Qwright | Drawer 3060 | | Spartanburg | SC | 29304 | |
| Spencer Fane Britt & Browne LLP | Daniel D. Doyle | 1 North Brentwood Boulevard | Tenth Floor | St. Louis | MO | 63105 | |
| Spencer Fane Britt & Browne LLP | Nicholas Franke | 1 North Brentwood Boulevard | Tenth Floor | St. Louis | MO | 63105 | |
| Squire, Sanders & Dempsey L.L.P. | Eric Marcks | One Maritime Plaza | Suite 300 | San Francisco | CA | 94111-3492 | |
| Squire, Sanders & Dempsey L.L.P. | Penn Ayers Butler | 600 Hansen Way | | Palo Alto | CA | 94304 | |
| St Charles Co Mo | St Charles Co Tax Collector | 201 N Second St | Room 134 | St Charles | MO | 63301 | |
| St Johns County Tax Collector | Dennis W Hollingsworth | 201 N Second St Rm 134 | | St Charles | MO | 63301-2789 | |
| St Joseph County In | St Joseph County Treasurer | 227 W Jefferson Blvd | | St Augustine | FL | 32085-9001 | |
| St Louis Co Mo | St Louis Co Government | Collector Of Revenue | | South Bend | IN | 46601 | |
| Stanly Co Nc | Stanly Co Tax Collector | 201 S 2nd St | PO Box 11491 | St Louis | MO | 63105 | |
| Stanpoint Ny | Stanpoint Tax Collector | PO Box 3000 | | Albany | NY | 12240 | |
| State Corporation Commission | Clerks Office | PO Box 85577 | | Richmond | VA | 23285-5577 | |
| State Of Alabama Department Of Revenue | Legal Division | PO Box 320001 | | Montgomery | AL | 36132-0001 | |
| State Of California Office of the Attorney General | Sarah E. Morrison | Deputy Attorney General | | Los Angeles | CA | 90013 | |
| State Of Colorado | Division Of Insurance | 1550 Broadway Ste 650 | 300 South Spring Street Ste 1702 | Denver | CO | 80202 | |
| State Of Delaware | Division Of Corporations | PO Box 74072 | | Baltimore | MD | 21274-4072 | |
| State Of Georgia | Department Of Revenue | PO Box 105284 | | Atlanta | GA | 30348 | |
| State Of Louisiana | Louisiana Department Of Revenue | PO Box 66658 | | Baton Rouge | LA | 70896 | |
| State Of Louisiana Department Of Revenue | | PO Box 66658 | | Baton Rouge | LA | 70896 | |
| State Of Maryland Comptroller Of Treasury | Mary T Carr | State Office Bldg Rm 409 | 301 W Preston St | Baltimore | MD | 21201 | |
| State Of Maryland Md | Maryland State Dept Of Assessments & Taxation | Personal Property Division | 301 W Preston St | Baltimore | MD | 21201 | |
| State Of Michigan | Department Of Treasury | PO Box 77003 | | Detroit | MI | 48277 | |
| State Of Michigan | Motor Fuel Tax Division | Department 77692 | | Detroit | MI | 48277 | |
| State Of Michigan | Sales & Use Tax Division | PO Box 77003 | | Detroit | MI | 48277 | |
| State Of Michigan Department of Labor & Economic Growth, Unemployment Insurance Agency | Roland Hwang, Assistant Attorney General | 3030 W. Grand Boulevard | Suite 9-600 | Detroit | MI | 48202 | |
| State Of Michigan Department Of Treasury | Attn Peggy A Housner Assistant Attorney General | Cadillac Pl | 3030 W Grand Blvd Ste 10 200 | Detroit | MI | 48202 | |
| State Of Michigan Department Of Treasury | Peggy A Housner | Department Of Treasury Revenue Ag | PO Box 30456 | Lansing | MI | 48909-7955 | |
| State Of New Jersey | Bureau Of Commercial Recording | PO Box 34089 | | Newark | NJ | 07189-0001 | |
| State Of New Jersey | Division Of Taxation | Compliance Activity | PO Box 245 | Trenton | NJ | 08695 | |
| State Of New Jersey | Division Of Taxation | Revenue Processing Ctr | PO Box 666 | Trenton | NJ | 08646-0666 | |

Delphi Corporation
Governmental Entities, Master Service List and 2002 List

| Company | Contact | Address1 | Address2 | City | State | Zip | Country |
|---|--|---------------------------------|-------------------------------|----------------|-------|------------|---------|
| Thatcher Proffitt & Wood LLP | Louis A. Curcio | Two World Financial Center | | New York | NY | 10281 | |
| The Commonwealth Of Massachusetts | Secretary Of The Commonwealth | One Ashburton Pl | | Boston | MA | 02108-1512 | |
| The Furukawa Electric Co., Ltd. | Mr. Teisuihito Nizeki | 6-1 Marunouchi | 2-Chrome, Chiyoda-ku | Tokyo | Japan | 100-8322 | |
| The Timpken Corporation BIC - 08 | Robert Morris | 1835 Dueber Ave. SW | PO Box 6927 | Canton | OH | 44706-0927 | |
| The US Attorney for the Eastern District of Michigan | | 211 West Fort Street Suite 2001 | | Detroit | MI | 48226 | |
| Thelen Reid Brown Raysman & Steiner LLP | David A. Lowenthal | 875 Third Avenue | | New York | NY | 10022 | |
| Thompson & Knight | Rhett G. Cambell | 333 Clay Street | Suite 3300 | Houston | TX | 77002 | |
| Thompson & Knight LLP | Ira L. Herman | 919 Third Avenue | 38th Floor | New York | NY | 10022-3915 | |
| Thompson & Knight LLP | John S. Brannon | 1700 Pacific Avenue | Suite 3300 | Dallas | TX | 75201-4693 | |
| Thurman & Phillips, P.C. | Ed Phillips, Jr. | 8000 IH 10 West | Suite 1000 | San Antonio | TX | 78230 | |
| Tippecanoe County In | Tippecanoe County Treasurer | 20 N 3rd St | | Lafayette | IN | 47901 | |
| Tipton County In | Tipton County Treasurer | Courthouse | | Tipton | IN | 46072 | |
| Todd & Levi, LLP | Jill Levi, Esq. | 444 Madison Avenue | Suite 1202 | New York | NY | 10022 | |
| Togut, Segal & Segal LLP | Albert Togut | One Penn Plaza | Suite 3335 | New York | NY | 10119 | |
| Togut, Segal & Segal LLP | Albert Togut, Esq. | One Penn Plaza | Suite 3335 | New York | NY | 10119 | |
| Town Of Berlin Ct | Town Of Berlin Tax Collector | 240 Kensington Rd | | Berlin | CT | 06037 | |
| Town Of Burlington | | PO Box 376 | | Burlington | MA | 01803 | |
| Town Of Coaling Alabama | Alatax | 3001 Second Ave South | | Birmingham | AL | 35233 | |
| Town Of Decatur Ms | Town Of Decatur Ms | PO Box 307 | | Decatur | MS | 39327 | |
| Town Of Hingham Ma | Town Of Hingham | 210 Central St | | Hingham | MA | 02043 | |
| Town Of Lebanon Va | Town Of Lebanon | 244 W Main St | | Lebanon | VA | 24266 | |
| Town Of Lockport Ny | Town Of Lockport | Receiver Of Taxes | PO Box 4610 | Buffalo | NY | 14240 | |
| Town Of Snow Hill Nc | Town Of Snow Hill Tax Collector | 201 North Greene St | | Snow Hill | NC | 28580 | |
| Town Of South Windsor Ct | Town Of South Windsor | Collector Of Revenue | PO Box 30002 | Hartford | CT | 06150 | |
| Traverse City Of Grand Traverse | City Treasurer | Governmental Ctr | 400 Boardman Ave | Traverse City | MI | 49684 | |
| Travis Co Tx | Travis Co Tax Assessor /collector | PO Box 970 | | Austin | TX | 78767 | |
| Treasurer City Of Flint | Income Tax Office | PO Box 1800 | | Flint | MI | 48501-1800 | |
| Treasurer City Of Pontiac | Income Tax Division | 47450 Woodward Ave | | Pontiac | MI | 48342 | |
| Treasurer Of Kosciusko County | | 100 W Cir St | | Warsaw | IN | 46580 | |
| Treasurer Of Tipton County | | Courthouse | | Tipton | IN | 46072 | |
| Trey Grayson | David Crockett | PO Box 1466 | | Indianapolis | IN | 46206-1466 | |
| Troup County Ga | Secretary Of State | PO Box 1150 | | Frankfort | KY | 40602-1150 | |
| Troy City Of Oakland | Troup County Tax Commissioner | 100 Ridley Ave | | La Grange | GA | 30240 | |
| Trumbull County Treasurer | Drawer 0101 | PO Box 33321 | | Detroit | MI | 48232 | |
| Tuscaloosa County Al | Tuscaloosa County Tax Collector | 160 High St Nw | | Warren | OH | 44481-1090 | |
| Tyco Electronics Corporation | MaryAnn Brereton, Assistant General Counsel | 714 Greensboro Ave | Room 124 | Tuscaloosa | AL | 35401 | |
| Tyler, Cooper & Alcom, LLP | W. Joe Wilson | 60 Columbia Road | | Morrisstown | NJ | 7960 | |
| U S Customs And Border Protection | | City Place | 35th Floor | Hartford | CT | 06103-3488 | |
| Underberg & Kessler, LLP | | 6650 Telecom Dr | PO Box 68911 | Indianapolis | IN | 46268 | |
| Unemployment Insurance Agency Department Of Labor & Economic Growth | Helen Zamboni | 300 Bausch & Lomb Place | | Rochester | NY | 14604 | |
| Union Pacific Railroad Company | State Of Michigan | 3024 W Grand Blvd Ste 11 500 | | Detroit | MI | 48202-6024 | |
| United Independent School District | Mary Ann Kilgore | 1400 Douglas Street | MC 1580 | Omaha | NE | 68179 | |
| United Isd Tx | C O Ornelas Castillo & Ornelas Pllc | 401 East Hillside Rd 2nd Fl | | Laredo | TX | 78041 | |
| United States Council For International Business | United Isd Tax Assessor / Collector | 3501 E Saunders | | Laredo | TX | 78041 | |
| United States Trustee | | 1212 Ave Of The Americas | 21st Floor | New York | NY | 10036-1689 | |
| United Steel, Paper and Forestry, Rubber, Manufacturing, Energy | Alicia M. Leonhard | 33 Whitehall Street | | New York | NY | 10004-2112 | |
| US Attorneys Office | Allied Industrial and Service Workers, Intl Union (USW), AFL-CIO | David Jury, Esq. | Five Gateway Center Suite 807 | Pittsburgh | PA | 15222 | |
| Us Customs And Border Protection | Michael Garcia | 1 St Andrews Plaza | PO Box 68911 | New York | NY | 10007 | |
| Utah Division Of Corporations & Commercial Code | Robert B Hamilton, Jr Director Reven | 6650 Telecom Dr | | Indianapolis | IN | 46268 | |
| | | PO Box 25125 | | Salt Lake City | UT | 84125-0125 | |

Delphi Corporation
Governmental Entities, Master Service List and 2002 List

| Company | Contact | Address1 | Address2 | City | State | Zip | Country |
|---|---|-------------------------------------|----------------------------|----------------|-------|------------|---------|
| Utah State Tax Commission | | 210 North 1950 West | | Salt Lake City | UT | 84134-0180 | |
| Valwood Improvement Authority Tx | Valwood Improvement Authority Tx | 1430 Valwood Pkwy | Ste 160 | Carrollton | TX | 75006 | |
| Van Buren Co Tn | Van Buren County Trustee | PO Box 176 | | Spencer | TN | 38585 | |
| Van Buren Twp Wayne | Treasurer | 46425 Tyler Rd | | Belleville | MI | 48111 | |
| Vandalia City Of Oh | | 333 James E Bohanan Memorial Dr | | Vandalia | OH | 45377 | |
| Vanderburgh County In | Vanderburgh County Collector | 1 Nw Ml King Jr Blvd | 210 | Evansville | IN | 47708 | |
| Varnum, Riddinger, Schmidt & Howlett LLP | Michael S. McElwee | Bridgewater Place | P.O. Box 352 | Grand Rapids | MI | 49501-0352 | |
| Vassar City Of Tuscola | Treasurers Office | 287 E Huron Ave | | Vassar | MI | 48768 | |
| Ventura County Collector | | 800 South Victoria Ave | | Ventura | CA | 93009 | |
| Vermont Department Of Taxes | | 109 State St | | Montpelier | VT | 05609-1401 | |
| Vigo County In | Vigo County Treasurer | 191 Oak St | Vigo County Annex | Terre Haute | IN | 47807 | |
| Virginia Department Of Taxation | Taxing Authority Consulting Service | PO Box 2156 | | Richmond | VA | 23218-2156 | |
| Virginia Department Of Taxation | | PO Box 1500 | | Richmond | VA | 23218-1500 | |
| Vorys, Sater, Seymour and Pease LLP | Robert J. Sidman, Esq. | 52 East Gay Street | P.O. Box 1008 | Columbus | OH | 43216-1008 | |
| Vorys, Sater, Seymour and Pease LLP | Tiffany Strelow Cobb | 52 East Gay Street | | Columbus | OH | 43215 | |
| Wabash County In | Wabash County Treasurer | Courthouse 1 W Hill St | Ste 4b | Wabash | IN | 46992 | |
| Wachtell, Lipton, Rosen & Katz | Emil A. Kleinhaus | 51 West 52nd Street | | New York | NY | 10019-6150 | |
| Wachtell, Lipton, Rosen & Katz | Richard G. Mason | 51 West 52nd Street | | New York | NY | 10019-6150 | |
| Wake Co Nc | Wake Co Tax Collector | PO Box 2331 | | Raleigh | NC | 27602 | |
| Waller Lansden Dortch & Davis, PLLC | David E. Lemke, Esq. | 511 Union Street | Suite 2700 | Nashville | TN | 37219 | |
| Waller Lansden Dortch & Davis, PLLC | Robert J. Weihoeller, Esq. | 511 Union Street | Suite 2700 | Nashville | TN | 37219 | |
| Walshall Co Ms | Walshall Co Tax Collector | 200 Ball Ave | | Tylertown | MS | 39667 | |
| Warner Norcross & Judd LLP | Gordon J. Toering | 900 Fifth Third Center | 111 Lyon Street, N.W. | Grand Rapids | MI | 49503 | |
| Warner Norcross & Judd LLP | Michael G. Cruse | 2000 Town Center | Suite 2700 | Southfield | MI | 48075 | |
| Warner Norcross & Judd LLP | Stephen B. Grow | 900 Fifth Third Center | 111 Lyon Street, N.W. | Grand Rapids | MI | 49503 | |
| Warner Stevens, L.L.P. | Michael D. Warner | 301 Commerce Street | Suite 1700 | Fort Worth | TX | 76102 | |
| Warner Stevens, L.L.P. | Michael D. Warner | 1700 City Center Tower II | 301 Commerce Street | Fort Worth | TX | 76102 | |
| Warren City Of Macomb | Treasurer | PO Box 2113 | | Warren | MI | 48090 | |
| Warren Co Ky | Warren County Sheriff | 429 E 10th St | Courthouse | Bowling Green | KY | 42101 | |
| Warren County Ga | Warren County Tax Commissioner | PO Box 189 | | Warrenton | GA | 30928 | |
| Warren County Tax Commissioner | | PO Box 189 | | Warrenton | GA | 30928-0189 | |
| Washington Co Ky | Washington County Sheriff | PO Box 127 | | Springfield | KY | 40069 | |
| Washington Co Ms | Washington Co Tax Collector | PO Box 9 | | Greenville | MS | 38702 | |
| Washington County In | Washington County Treasurer | 98 Public Sq | Ste 101 | Salem | IN | 47167 | |
| Watertown Twp Clinton | Treasurer | 12803 South Wacousta Rd | | Grand Ledge | MI | 48837 | |
| Wayne County In | Wayne County Treasurer | 401 E Main St | County Administration Bldg | Richmond | IN | 47374 | |
| Wayne Twp Cass | Treasurer | 51327 Alwood Rd | | Dowagiac | MI | 49047 | |
| Webb County Tx | Webb County Tax Assessor /collector | PO Box 420128 | | Laredo | TX | 78042 | |
| Webber Co Ut | Webber County Assessor | PO Box 8700 | | Ogden | UT | 84409 | |
| Weil, Goshal & Manges LLP | Harvey R. Miller | 767 Fifth Avenue | | New York | NY | 10153 | |
| Weil, Goshal & Manges LLP | Jeffrey L. Tanenbaum, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | |
| Weil, Goshal & Manges LLP | Marlin J. Bienenstock, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | |
| Weil, Goshal & Manges LLP | Michael P. Kessler, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | |
| Weiland, Golden, Smiley, Wang Ekval & Strok, LLP | Lei Lei Wang Ekval | 650 Town Center Drive | Suite 950 | Costa Mesa | CA | 92626 | |
| Weinstein, Eisen & Weiss LLP | Aram Ordubegian | 1925 Century Park East | #1150 | Los Angeles | CA | 90067 | |
| Wells County In | Wells County Collector | 102 W Market St | Ste 204 | Bluffton | IN | 46714 | |
| Wellman, Weinberg & Reis Co., L.P.A. | Geoffrey J. Peters | 175 South Third Street | Suite 900 | Columbus | OH | 43215 | |
| White & Case LLP | Glenn Kurtz, Gerard Uzzi, Douglas Baumstein | 1155 Avenue of the Americas | | New York | NY | 10036-2787 | |
| White & Case LLP | Thomas Lauria, Frank Eaton | Wachovia Financial Center | | Miami | FL | 33131 | |
| White Co Tn | White County Trustee | 1 East Bockman Way | Room 102 | Sparta | TN | 38583 | |
| Whitley County In | Whitley County Treasurer | 2nd Fl Courthouse | | Columbia City | IN | 46725 | |
| Whyte, Hirschboeck Dudek S.C. | Bruce G. Arnold | 555 East Wells Street | Suite 1900 | Milwaukee | WI | 53202-4894 | |
| Wichita County Burk Burnett Independent School District | Harold Lerew | Perdue Brandon Fielder Collins & Mo | PO Box 8188 | Wichita Falls | TX | 76307 | |

EXHIBIT HH

Delphi Corporation
Class A (Secured Claims)

| Name | NoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|--|-------------------------------|--|---------------------------------------|------------------------|---------------|-------|------------|---------|
| 1st Choice Heating & Cooling I | | 8147 IslandView Dr | | | Newaygo | MI | 49337 | |
| American International Group Inc and its Related Entities | | David A Levin Esq | 70 Pine St 31st FL | | New York | NY | 10270 | |
| Angelina County | AIG Law Department Bankruptcy | Linebarger Goggan Blair & Sampson LLP | PO Box 3064 | | Houston | TX | 77253-3064 | |
| Bexar County | John P Dillman | Linebarger Goggan Blair & Sampson LLP | 711 Navarro Ste 300 | | San Antonio | TX | 78205 | |
| Boulder County Treasurer | David G Aelvoet | PO Box 471 | | | Boulder | CO | 80306 | |
| Bowie Independent School District | Bob Hurlinghorst | Ray Wood & Bonilla LLP | PO Box 165001 | | Austin | TX | 78716 | |
| Brownsville ISD | Andrew Dylan Wood | Linebarger Goggan Blair & Sampson LLP | 1949 South IH 35 | PO Box 17428 | Austin | TX | 78760-7428 | |
| Burk Burnett Independent School District | Diane W Sanders | Perdue Brandon Fielder Collins & Mott LLP | PO Box 8188 | | Wichita Falls | TX | 76307 | |
| Calsonic Kasei Corporation | Harold Lerew | Boul Cummings Connors & Berry PLC | 1600 Division St Ste 700 | | Nashville | TN | 37203 | |
| Cameron County | Auston L McMullen | Linebarger Goggan Blair & Sampson LLP | 1949 South IH 35 78741 | PO Box 17428 | Austin | TX | 78760-7428 | |
| Carrollton Farmers Branch Independent School District | Diane W Sanders | | | | Dallas | TX | 75205 | |
| Carrollton Farmers Branch Independent School District | c o Andrea Sheehan | Law Offices of Robert E Luna PC | 4411 N Central Expressway | | Dallas | TX | 75205 | |
| City of El Paso | c o Andrea Sheehan | Law Offices of Robert E Luna PC | 4411 N Central Expressway | | Dallas | TX | 75205 | |
| City Of Flint Eft | David G Aelvoet | Linebarger Goggan Blair & Sampson LLP | 711 Navarro Ste 300 | | San Antonio | TX | 78205 | |
| City of Harlingen | Douglas M Philpott | 503 S Saginaw Street Ste 1415 | | | Flint | MI | 48602 | |
| City of San Marcos | Diane W Sanders | Linebarger Goggan Blair & Sampson LLP | 1949 South IH 35 78741 | PO Box 17428 | Austin | TX | 78760-7428 | |
| City of Wyoming Michigan | Diane W Sanders | Linebarger Goggan Blair & Sampson LLP | 1949 South IH 35 78741 | PO Box 17428 | Austin | TX | 78760-7428 | |
| Colin County Tax | 1155 28th St SW | | | | Wyoming | MI | 49509 | |
| County of Comal | Gay McCall Isaacks et al | 777 E 15th St | | | Plano | TX | 75074 | |
| County of Denton City of Sanger | Michael Reed | McCreary Veselka Bragg & Allen PC | 5929 Balcones Dr Ste 200 | PO Box 26990 | Austin | TX | 78755 | |
| County of Hays | Michael Reed | McCreary Veselka Bragg & Allen PC | 5929 Balcones Dr Ste 200 | PO Box 26990 | Austin | TX | 78755 | |
| Cypress Fairbanks ISD | John P Dillman | Linebarger Goggan Blair & Sampson LLP | PO Box 3064 | | Houston | TX | 77253-3064 | |
| Dallas County | Elizabeth Weller | Linebarger Goggan Blair & Sampson LLP | 2323 Bryan Street Ste 1600 | | Dallas | TX | 75201 | |
| Denso International America Inc | Atn Carol Sowa | Linebarger Goggan Blair & Sampson LLP | | | Southfield | MI | 48033 | |
| Denso International America Inc | Atn Carol Sowa | 24777 Denso Dr | | | Southfield | MI | 48033 | |
| Denso Sales California Inc | Atn Ruth Cantolob | 3900 Via Oro Ave | | | Long Beach | CA | 90810 | |
| Dubois County In | | Dubois County Treasurer | 1 Courthouse Sq | | Jasper | IN | 47546 | |
| Dyer County Trustee | c o J Michael Gaudin | PO Box 220 | | | Dyersburg | TN | 38025 | |
| Eikenberry & Associates Inc | | PO Box 2676 | | | Kokomo | IN | 46904-2676 | |
| Erie County Treasurer | | 247 Columbus Ave Ste 115 | | | Sandusky | OH | 44870 | |
| Former Shareholders of ATRI LLC | Sean M Walsh Esq | Cox Hodgman and Giamrco P C | 101 W Big Beaver Rd Suite 1000 | | Troy | MI | 48064-5280 | |
| Franklin County Ohio Treasurer | | 373 S High St 17th Fl | | | Columbus | OH | 43215 | |
| Georgia Self Insurers Guaranty Trust Fund | | PO Box 7159 | | | Atlanta | GA | 30357-0159 | |
| Giles Co Tn | | Giles County Trustee | PO Box 678 | Courthouse | Pulaski | TN | 38478 | |
| Harlingen CISD | Diane W Sanders | Linebarger Goggan Blair & Sampson LLP | 1949 South IH 35 | PO Box 17428 | Austin | TX | 78760-7428 | |
| Harris County City of Houston | John P Dillman | Linebarger Goggan Blair & Sampson LLP | PO Box 3064 | | Houston | TX | 77253-3064 | |
| Hayes Lemmerz International Inc | David J Nowaczewski | Bodman LLP | 6th Fl at Ford Field | 1901 St Antoine St | Detroit | MI | 48226 | |
| Henry County Treasurer | | 101 S Main St | | | New Castle | IN | 47362 | |
| Hidalgo County | | Diane W Sanders | Linebarger Goggan Blair & Sampson LLP | 1949 South IH 35 78741 | Austin | TX | 78760-7428 | |
| Howard County Indiana | Michael K McCrory | Barnes & Thornburg LLP | 11 South Meridian St | PO Box 17428 | Indianapolis | IN | 46204 | |
| JPMorgan Chase Bank NA as Administrative Agent for the Lenders under the Third Amended and Restated Credit Agreement dated as of 12/28/2007 for itself and the Lear Entities | Attn Thomas Maher | JPMorgan Chase Bank NA as Administrative Agent | 270 Park Ave 20th Fl | | New York | NY | 10017 | |
| Liquidity Solutions Inc | Ralph E McDowell | Bodman LLP | 6th Floor at Ford Field | 1901 St Antoine Street | Detroit | MI | 48226 | |
| Liquidity Solutions Inc | Dba Defined Benefit | One University Plaza | Ste 312 | | Hackensack | NJ | 07601 | |
| Longacre Master Fund Ltd | Vladimir Jelisavcic | 810 Seventh Ave 22nd Fl | | | New York | NY | 10019 | |
| Lorenson Mfg Co Inc | Jeanne Simmons | PO Box 932 | | | Kokomo | IN | 46903-0932 | |
| Lorenson Mfg Co SW Inc | Jeanne Simmons | PO Box 932 | | | Kokomo | IN | 46903-0932 | |
| Lorenson Tooling Inc | Atn Jeanne Simmons | PO Box 932 | | | Kokomo | IN | 46903-0932 | |
| Lubbock Central Appraisal District | Laura J Monroe | Perdue Brandon Fielder Collins & Mott LLP | PO Box 817 | | Lubbock | TX | 79408-0817 | |

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EXHIBIT II

Delphi Corporation
Class B (Flow-Through Claims)

| Name | NoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|---|---------------------------------|-------------------------------------|------------------------------|----------------------------|---------------|-------|------------|---------|
| Abner Claudia I | | 3332 Lexington Dr | | | Saginaw | MI | 48601-4524 | |
| Aguliar Yolanda M | | 5670 Castleton | | | Hope Mills | NC | 28348 | |
| Akins Ladean | | 711 W Stockdale | | | Flint | MI | 48504 | |
| Alabama Workers Compensation Self Insurers | | Maynard Cooper & Gale PC | 1901 8th Ave N Ste 2400 | | Birmingham | AL | 35203 | |
| Guaranty Association Inc | Jayna Partain Lemar Esq | Davis & Associates Pc | 917 Merchants Walk | Ste A | Huntsville | AL | 35801 | |
| Adridge Brenda | William D Davis III | 2000 Town Center No 1500 | | | Southfield | MI | 48075 | |
| All Night Auto | Tova Shaban | 2000 Town Center No 1500 | | | Southfield | MI | 48075 | |
| All Night Auto 111 Aurora | Tova Shaban | 2000 Town Center No 1500 | | | Southfield | MI | 48075 | |
| All Night Auto Bloomington IL | Tova Shaban | 2000 Town Center No 1500 | | | Southfield | MI | 48075 | |
| All Night Auto IBSS | Tova Shaban | 2000 Town Center No 1500 | | | Southfield | MI | 48075 | |
| ALL NIGHT AUTO OKLAHOMA CITY | Tova Shaban | 2000 Town Center No 1500 | | | Southfield | MI | 48075 | |
| All Night Auto Tempe | Tova Shaban | 2000 Town Center No 1500 | | | Southfield | MI | 48075 | |
| All Night Auto Tinley Park | Tova Shaban | 2000 Town Ctr No 1500 | | | Southfield | MI | 48075 | |
| All Night Auto Training Fac | Tova Shaban | 2000 Town Center No 1500 | | | Southfield | MI | 48075 | |
| All Night Auto Troy | Tova Shaban | 2000 Town Center No 1500 | | | Southfield | MI | 48075 | |
| Allen Edward | | 2002 Edward Ave | | | Muscle Shoals | AL | 35661 | |
| Allen Gloria D | | 124 Rivermont Ct | | | Sheffield | AL | 35660-8835 | |
| Aston Phillip | | 1148 Barnette Rd | | | Minor Hill | TN | 38473 | |
| Aydia T Wright and | Jamie E Wright Jr Ten | 800 Red Mills Rd | | | Walkill | NY | 12589 | |
| Anderson Scott D | 300 Holmeister Rd | | | | St Helen | MI | 48656-9545 | |
| Andolara Cheryl | 8369 State Route 408 | | | | Nunda | NY | 14517 | |
| Andrasik Joseph | 803 Flory Ln | | | | Union | OH | 45322-0000 | |
| Ann E Jones | 1780 Bailey Ave | | | | Buffalo | NY | 14211-2418 | |
| Apple Computer Inc | 1 Infinite Loop | | | | Cupertino | CA | 95014 | |
| Apple Inc formerly known as Apple Computer International and Hon Hai Precision Industry Company Ltd | Evelyn Shimazaki Senior Counsel | | Apple Inc | | Cupertino | CA | 95014 | |
| Apple Inc formerly known as Apple Computer International and Hon Hai Precision Industry Company Ltd | Evelyn Shimazaki | | Apple Inc | | Cupertino | CA | 95014 | |
| Arrington Bertha | Evelyn Shimazaki | 646 E Baltimore Blvd | | 1 Infinite Loop | Flint | MI | 48505-9403 | |
| Austin J | | 6035 Comanche Ct Ste A | | | Panna Heights | OH | 44130 | |
| Austin Mae F | | 1823 Seymour Ave | | | Flint | MI | 48503-4338 | |
| Austin R Fischer | | 3307 Bowman Rd | | | Bay City | MI | 48708-1788 | |
| Autoalliance International Inc | | 2617 Hudson Aurora Rd | | | Hudson | OH | 44236 | |
| Autoalliance International Inc | Timothy A Fusco | Miller Canfield Paddock & Stone PLC | 150 W Jefferson Ave Ste 2500 | | Detroit | MI | 38226 | |
| Autoalliance International Inc | Timothy A Fusco | Miller Canfield Paddock & Stone PLC | 150 W Jefferson Ave Ste 2500 | | Detroit | MI | 38226 | |
| Avron M Ehrlich | Timothy A Fusco | Miller Canfield Paddock & Stone PLC | 150 W Jefferson Ave Ste 2500 | | Detroit | MI | 38226 | |
| Azrad Oren | | 80 Spingley Court | | | Rochester | NY | 14626 | |
| Baker Jerri | | 3855 Orleans Rd | | | Birmingham | AL | 35243 | |
| Bakle Mary | | 9522 High Arbor Dr | | | Galloway | OH | 43119 | |
| Baranski Mark | | By Richard O Milster P35431 | | | Bay City | MI | 48708 | |
| Barbara Garner | J Barton Warren Esquire | 2201 Celestial Dr Ne | | 916 Washington Ave Ste 309 | Warren | MI | 48091 | |
| Barbara Garner | J Barton Warren Esquire | Warren & Simpson PC | | | Huntsville | AL | 35801 | |
| Barrett Norma | J Barton Warren Esquire | Warren & Simpson PC | 105 North Side Square | | Huntsville | AL | 35801 | |
| Bart E Kaylor | | 181 Alcorne St | 105 North Side Square | | Somerset | NJ | 08873 | |
| Bashaw Robert | | 3361 Little York Rd | | | Dayton | OH | 45414 | |
| Bashaw Robert | | 4837 Long Point Rd | | | Geneseo | NY | 14454 | |
| Bashaw Robert | | 4837 Long Point Rd | | | Geneseo | NY | 14454 | |
| Bashaw Robert | | Warren & Simpson PC | 105 North Side Sq | | Huntsville | AL | 35801 | |
| Bashaw Robert | | 2416 Willowdale Dr | | | Burton | MI | 48509-1318 | |
| Bashaw Robert | | 150 Bastian Rd | | | Rochester | NY | 14623 | |
| Bashaw Robert | | 11590 Frost Rd | | | Freeland | MI | 48623-8872 | |
| Bashaw Robert | | 7275 Sheridan | | | Millington | MI | 48446-9728 | |
| Bashaw Robert | | 3280 Hasler Lake Rd | | | Lapeer | MI | 48446-9728 | |
| Bashaw Robert | | 2720 Riley Rd | | | Caro | MI | 48723-9456 | |
| Bashaw Robert | | 310 Arcussi St | | | Frankenmuth | MI | 48734-1404 | |
| Bashaw Robert | | 4171 Spurwood Dr | | | Saginaw | MI | 48603-7282 | |
| Bashaw Robert | | 12274 Adams St Bldg 8 | | | Mount Morris | MI | 48458-3200 | |

Delphi Corporation
Class J (Interests in Affiliate Debtors)

| Name | NoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|---|--------------------|--|--------------|----------|---------------|-------|------------|---------|
| Furukawa Electric North America Apd Inc | | PO Box 45651 | | | San Francisco | CA | 94145-0651 | |
| Furukawa Electric North America APD Inc | Michael S Mc Elwee | Varnum Riddering Schmidt & Howlett LLP | PO Box 352 | | Grand Rapids | MI | 49503 | |
| Furukawa Electric North America APD Inc and Furukawa Electric Company | Michael S McElwee | Varnum Riddering Schmidt & Howlett LLP | PO Box 352 | | Grand Rapids | MI | 49503 | |
| Furukawa Electric North America APD Inc and Furukawa Electric Company | Michael S McElwee | Varnum Riddering Schmidt & Howlett LLP | PO Box 352 | | Grand Rapids | MI | 49501-0352 | |
| Furukawa Electric North America Apd, Inc. | President | 47677 Galleon Drive | | | Plymouth | MI | 48170 | |
| Mayfield | | 280 Sandhill Rd 250 | | | Menlo Pk | CA | 94025 | |
| SPCP Group LLC as Assignee of Furukawa Electric Company & Furukawa Electric North America APD Inc | Attn Brian Jarmain | Two Greenwch Plz 1st Fl | | | Greenwich | CT | 06830 | |
| Thomas Ogara Relimb | | 112 Price Ln | | | Bellevue | ID | 83313-5126 | |
| Tom Ogara Family Trust | Tom Ogara | Silver Springs Ranch | 112 Price Ln | | Bellevue | ID | 83313-5126 | |

12/28/2007 11:07 AM
II - J DOMESTIC

EXHIBIT JJ

Delphi Corporation
Pending Objection to Disallow and Expend Claim

| Name | NoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|---|--|--|---|----------------------------|-----------------|-------|------------|---------|
| Control Masters Inc | | 5235 Katrie Ave | | | Downers Grove | IL | 60515 | |
| Controls Crew Inc | | 23701 John R | | | Hazel Pk | MI | 48030 | |
| Crown Credit Company | Attn Rodney J Hinders Esq | 115 N Main St | | | New Bremen | OH | 45869 | |
| Crown Enterprises Inc | c o Mark H Shapiro Esq | Steinberg Shapiro & Clark | 24901 Northwestern Hwy Ste 611 | | Southfield | MI | 48075 | |
| Dashkoviz Dennis | | 9301 Buck Rd | | | Freeland | MI | 48623-0000 | |
| Denso Corp | | 11 Showacho | | | Kariya Aichi | | 448 8661 | Japan |
| Denso Corp | | 11 Showacho | | | Kariya Aichi | | 448 8661 | Japan |
| Denso Corporation | | 11 Showa Cho | | | Kariya Aichi | | 0448-8661 | Japan |
| Denso International America Inc | Attn Carol Sowa | 24777 Denso Dr | | | Southfield | MI | 48033 | |
| Denso International America Inc | Attn Carol Sowa | 24777 Denso Dr | | | Southfield | MI | 48033 | |
| Denso International America Inc | Attn Carol Sowa | 24777 Denso Dr | | | Southfield | MI | 48033 | |
| Denso Sales California Inc | Attn Ruth Cantolobo | 3900 Via Oro Ave | | | Long Beach | CA | 90810 | |
| Department of the Treasury Internal Revenue Service | Internal Revenue Service | 290 Broadway 5th Fl | | | New York | NY | 10007 | |
| Department of the Treasury Internal Revenue Service | Internal Revenue Service | 290 Broadway 5th Fl | | | New York | NY | 10007 | |
| Depository Trust Company Treasurers Dept | Ralph G & Joann K Fox | 255 N 1100 E | | | Zionsville | IN | 46077-9444 | |
| Depository Trust Company Treasurers Dept | Thomas Van Le | 9209 S 89th E Ave | | | Tulsa | OK | 74133 | |
| Deutsche Bank Securities Inc | Attn Ross Rosenfelt & Vikas Madan | 60 Wall St 3rd Fl | | | New York | NY | 10005 | |
| Deutsche Bank Securities Inc | Attn Ross Rosenfelt & Vikas Madan | 60 Wall St 3rd Fl | | | New York | NY | 10005 | |
| Donald R Sweeton and Sarah E Sweeton | Austin L McMullen | Boul Cummings Corners & Berry PLC | 1600 Division St Ste 700 | | Nashville | TN | 37203 | |
| Eaton BI State Valve Claim | Eaton Corporation | 1111 Superior Ave | 1111 Superior Ave | | Cleveland | OH | 44114-2584 | |
| Eaton Electrical | Eaton Corporation | 1111 Superior Ave | 1111 Superior Ave | | Cleveland | OH | 44114-2584 | |
| Eaton Hydraulics Inc | Eaton Corporation | 1111 Superior Ave | 1111 Superior Ave | | Cleveland | OH | 44114-2584 | |
| Empresas Ca Le Tlacala SA de CV | Stephen Bobo | Sachmoff & Weaver Ltd | 10 S Wacker Dr Ste 4000 | | Chicago | IL | 60606 | |
| Energy Engineering & Consulting Services LLC | Dennis R Zappone Sr Energy Engineer | 2137 S 800 W | | | Swayzee | IN | 46386 | |
| Essex Group Inc | Richard Fradette | 1601 Wall St | | | Fort Wayne | IN | 46801-1601 | |
| FCI Austria GmbH | Keith J Cunningham Esq | Pierce Atwood LLP | One Monument Square | | Portland | ME | 04101-1110 | |
| Federal Mogul Corporation | Chavanda Cenance | 26555 Northwestern Hwy | | | Southfield | MI | 48034 | |
| Fidelity Investments Inc Tr | Fbo Donna K Hezel Ira | 22667 Revere St | | | St Clair Shores | MI | 48080-2883 | |
| Freudenberg Nkt General Partnership | Ralph E McDowell | Bodman LLP | 6th Fl at Ford Field | | Detroit | MI | 48226 | |
| Freudenberg Nkt Inc | Ralph E McDowell | Bodman LLP | 6th Fl at Ford Field | | Detroit | MI | 48226 | |
| Freudenberg Nonwovens Lp Eft | | 2975 Pembroke Rd | | | Hopkinsville | KY | 42240 | |
| Frys Metal Inc a Cookson Electronics Company | Maria J Goncalves Esq | Adler Pollock & Sheehan PC | One Citizens Plz 8th Fl | | Providence | RI | 02903 | |
| Frys Metal Inc a Cookson Electronics Company | Maria J Goncalves Esq | Adler Pollock & Sheehan PC | One Citizens Plz 8th Fl | | Providence | RI | 02903 | |
| Furukawa Electric North America APD Inc and Furukawa Electric Company | Michael S McElwee | Varnum Riddering Schmidt & Howlett LLP | PO Box 352 c o GE Capital Solutions Vendor Finance | 1010 Thomas Edison Blvd SW | Grand Rapids | MI | 49501-0352 | |
| General Electric Capital Corp | | Attn Uri Sky | | | Cedar Rapids | IA | 52404 | |
| General Electric Company GE Fanuc Automation North America Inc | Michael R Enright Esq | Robinson & Cole LLP | 280 Trumbull St | | Hartford | CT | 06103 | |
| General Products Delaware Corp | Department of Revenue | General Products | 2400 E South St | | Jackson | MI | 49201 | |
| Georgia Department of Revenue | Department of Revenue | Compliance Division | Bankruptcy Section | PO Box 161108 | Atlanta | GA | 30321 | |
| Goldman Sachs Credit Partners LP | | One New York Plz 42nd Fl | | | New York | NY | 10004 | |
| Guide Corporation | c o Paul Kerns Chief Financial Officer | 600 Corporation Drive | | | Pendleton | IN | 46064 | |
| Hamlin Tool & Machine Co Inc | Attn Ilena L Cruz Esq | White & Case LLP | 1671 E Hamlin Rd | | Rochester | MI | 48307-3624 | |
| Harbinger Capital Partners Master Fund I Ltd | Attn Ilena L Cruz Esq | White & Case LLP | 200 S Biscayne Blvd Ste 4900 | | Miami | FL | 33131-2352 | |
| Harbinger Capital Partners Master Fund I Ltd | Attn Ilena L Cruz Esq | White & Case LLP | 200 S Biscayne Blvd Ste 4900 | | Miami | FL | 33131-2352 | |
| Hayes Lemmerz International Inc | c o Jason J DeJonker Esq | Bodman LLP | 6th Fl at Ford Field | 1901 St Antoine St | Detroit | MI | 48226 | |
| Heraeus Amersil Inc aka Heraeus Tenevo | co Jason J DeJonker Esq | McDermott Will & Emery LLP | 227 W Monroe St | | Chicago | IL | 60606-5096 | |
| Heraeus Amersil Inc aka Heraeus Tenevo | co Jason J DeJonker Esq | McDermott Will & Emery LLP | 227 W Monroe St | | Chicago | IL | 60606-5096 | |
| Hidria Usa | | 202 Beechtree Blvd | | | Greenville | SC | 29605 | |
| Highland Industries Inc | c o Sarah F Sparrow Esq | Tuggle Duggins & Meschan PA | PO Box 2888 | | Greensboro | NC | 27402 | |

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JJ - PEND DOMESTIC, CAN and INTL

12/28/2007 11:04 AM
EEE - Ballot Notice Parties List 071212

[illegible]

Delphi Corporation
Pending Objection to Disallow and Expunge Claim

| Name | NoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|--|----------------------------|---------------------------------|-----------------------------|----------|--------------------|-------|------------|---------|
| US Labor Secretary on behalf of ASEC | | | | | | | | |
| Manufacturing sponsored Employee Benefit | | | | | | | | |
| Plans | | | | | | | | |
| Vandalia City of Oh | Robert A Goldberg Esq | Usdol 525 S Griffin St Ste 501 | | | Dallas | TX | 75202 | |
| Vanguard Distributors Inc | | 333 James E Bohanan Memorial Dr | | | Vandalia | OH | 45377 | |
| Venture Plastics Inc | | PO Box 608 | | | | | | |
| VERTAS Software Corporation | Jeffrey M Levinson | Margulies & Levinson LLP | | | Savannah | GA | 31402 | |
| Verizon North Inc | Lawrence Schwab Thomas Gaa | Bialson Bergen & Schwab | 30100 Chagrin Blvd No 250 | | Cleveland | OH | 44124 | |
| Visteon Corporation | AFNI Verizon | 404 Brock Dr | 2600 El Camino Real Ste 300 | | Palo Alto | CA | 94306 | |
| Visteon Corporation | Attn Michael Sharnas | One Village Drive | | | Bloomington | IL | 61701 | |
| Walling John F | Attn Michael Sharnas | One Village Drive | | | Van Buren Township | MI | 48111 | |
| Westwood Associates Inc | Michelle McNulty | 4201 Corinth Blvd | | | Van Buren Township | MI | 48111 | |
| William P Downey | | PO Box 431 | | | Dayton | OH | 45410-3411 | |
| York International Corp | Stephen Bobo | 3456 Fishinger Rd | | | Midford | CT | 06460 | |
| | | Sachnoff & Weaver Ltd | | | Columbus | OH | 43221-4722 | |
| | | | 10 S Wacker Dr Ste 4000 | | Chicago | IL | 60606 | |

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EXHIBIT EEE

Delphi Corporation
Notice Parties to Ballot Recipients

| Name | Creditor/Notice Name | Address1 | Address2 | Address3 | City | State | Zip | Country |
|--|---|--|-----------|----------|------------------|-------|------------|---------|
| Z080343 Ontario Limited | Attn Robert A Weisberg Christopher A Grosman | 4111 Andover Rd W 2nd Fl | | | Bloomfield Hills | MI | 48302 | |
| 3M Company | Attn Patrick J Orr | 292 Madison Ave 17th Fl | | | New York | NY | 10017-6314 | |
| ABC Metals Inc | Attn Alpha B Khalidi | PO Box 33428 | 220 9E 02 | | St Paul | MN | 55133 | |
| Adco Tool and Manufacturing Company | Attn Amy M Toni | 598 Lexington Ave 29th Fl | | | Cincinnati | OH | 45263-4697 | |
| Adco Tool and Manufacturing Company | Attn Nicholas R Pagliari | 2222 W Grandview Blvd | | | New York | NY | 10022 | |
| Aerolek Inc | George B Caution Jody A Badenbaugh | 350 Burnhamthorpe Rd W Ste 700 | | | Erie | PA | 16506-4508 | |
| Alzo Nobel Coatings Inc | Richard B Herzog | Meridian Bldg Seventeenth Fl | | | Mississauga | ON | L5B 3J1 | Canada |
| Alzo Nobel Coatings Inc | George B Caution Jody A Badenbaugh | 999 Peachtree St Ste 1400 | | | Columbia | SC | 29201 | |
| Alzo Nobel Industrial Coatings Mexico SA | Richard B Herzog | Meridian Bldg Seventeenth Fl | | | Atlanta | GA | 30309 | |
| American Coil Spring Company | Thomas P Sarb | 999 Peachtree St Ste 1400 | | | Columbia | SC | 29201 | |
| American Electric Power | Thomas R Slome Jill Mazzer Marino | 250 Monroe Ave NW Ste 800 | | | Atlanta | GA | 30309 | |
| Ametek Inc | Russell R Johnson III | 333 Earle Ovington Blvd Ninth Fl | | | Grand Rapids | MI | 49501-1306 | |
| Amroc Investments LLC | Linda J Casey | 2258 Wheelands Dr | | | Uniondale | NY | 11553-3622 | |
| Amroc Investments LLC | Attn Rocco A Cavaliere | 3000 Two Logan Sq | | | Manakin Sabot | VA | 23103 | |
| Anderson Camie | Attn Rocco A Cavaliere | The Chrysler Bldg | | | Philadelphia | PA | 19103-2799 | |
| Arc Automotive Inc | Attn Cherie Macdonald Esq | PO Box 714839 | | | New York | NY | 10174 | |
| | David S Rosner Adam L Shiff Daniel N Zimman Daniel A Flinan | 5726 Wellwood Dr | | | Columbus | OH | 43271-4839 | |
| | Attn Cherie Macdonald Esq | 12 Wolf Creek Ste 100 | | | Rochester | MI | 48306 | |
| Argo Partners | David S Rosner Adam L Shiff Daniel N Zimman Daniel A Flinan | 1633 Broadway 22nd Fl | | | Belleville | IL | 62226 | |
| ASM Capital | David S Rosner Adam L Shiff Daniel N Zimman Daniel A Flinan | 1633 Broadway 22nd Fl | | | New York | NY | 10019 | |
| ASM Capital | Attn Beth Ann Bivona | 1000 Cathedral Pl | | | New York | NY | 10019 | |
| ASM Capital II LP | David S Rosner Adam L Shiff Daniel N Zimman Daniel A Flinan | 1633 Broadway 22nd Fl | | | Buffalo | NY | 14202-4066 | |
| ASM Capital LP | Attn Vincent D'Agostino & Eric H Horn | 1633 Broadway 22nd Fl | | | New York | NY | 10019 | |
| AT&T Corp | Vincent A D'Agostino | 1251 Ave of the Americas | | | New York | NY | 10020 | |
| ATEL Leasing Corporation as Agent for Creditor | William H Schorling | One Chase Manhattan Plz | | | Roseland | NJ | 07068 | |
| AVM Inc | c/o Jonathan S Green | 150 W Jefferson Ave Ste 2500 | | | New York | NY | 10005 | |
| Balance Technology Inc | c/o Jonathan S Green | 150 W Jefferson Ave Ste 2500 | | | Detroit | MI | 48226 | |
| Bank of America NA | Attn Raulero Daviera & Jeffrey G Tougas | 1675 Broadway | | | Detroit | MI | 48226 | |
| Bank of America NA | John T Gregg | 300 Ottawa Ave NW Ste 500 | | | New York | NY | 11215 | |
| Bar Global | Robert D Gordon | 500 Woodward Ave Ste 3500 | | | Grand Rapids | MI | 49503 | |
| Bear Stearns Investment Products Inc | Attn Francis J Lawall & Anne Marie Aaronson | 3000 Two Logan Sq | | | Detroit | MI | 48226-3435 | |
| Bear Stearns Investment Products Inc | Attn Merle C Meyers | 44 Montgomery St Ste 1010 | | | Philadelphia | PA | 19103 | |
| Bear Stearns Investment Products Inc | Cleary Gottlieb Steen & Hamilton LLP | Attn James Bromley Esq | | | San Francisco | CA | 94104 | |
| Bear Stearns Investment Products Inc | Edward C Dolan | 555 Thirteenth St NW | | | New York | NY | 10006 | |
| Bearing Distributors Inc | Attn Andrea Moeller | 2347 Commercial Dr | | | Washington | DC | 20004 | |
| Belt Technologies Inc | Robert L Eisenbach III Gregg S Kleiner | PO Box 936 | | | Auburn Hills | MI | 48326 | |
| Big Bend Agri Services Inc | Anne Marie Aaronson | 101 California St 5th Fl | | | Waterloo | IA | 50704 | |
| Borg AG | Elena Lazarou | 3000 Two Logan Sq | | | San Francisco | CA | 94111-5800 | |
| BP Products North America Inc | Attn James S Carr | Big Bend Industrial Sales | | | Philadelphia | PA | 19103-2799 | |
| Brinks Incorporated | Brinks Accounts Receivable | 599 Lexington Ave | | | Cairo | GA | 38828 | |
| Bruker Optics | Lee Harrington | 101 Park Ave | | | New York | NY | 10022 | |
| Canon USA Inc | Attn Paul Rubin Esq | 14 East 47th St | | | New York | NY | 10017 | |
| Canon USA Inc | Attn Paul Rubin | 2 Park Ave | | | Boston | MA | 02110-2131 | |
| Cantola Inc | Cantola Incorporated | 2 Park Ave | | | New York | NY | 10016 | |
| Cascade Die Casting Group | Cascade Die Casting Group Inc | 560 Jade Rd | | | Toney | AL | 35773 | |
| Cascade Die Casting Group Inc | Cascade Die Casting Group Inc | 300 Ottawa Ave NW Ste 500 | | | Grand Rapids | MI | 49503 | |
| Casco Products Corporation | Casco Products Corp | 300 Ottawa Ave NW Ste 500 | | | Grand Rapids | MI | 49503 | |
| Celestica Inc and its subsidiaries | Attn Cherie Macdonald Esq | Attn Cherie Macdonald Esq | | | Belleville | IL | 62226 | |
| Central States Precision Grinding Inc | Attn Michael D Peters | 1150 Eglinton Ave | | | Toronto | ON | M5C 1H7 | Canada |
| Carco LLC | Sandra S Hamilton P41980 | Nantz Livovich Smith Girard & Hamilton P C | | | Grand Rapids | MI | 49546 | |
| Cherokee North Kansas City Le | Carco LLC | PO Box 639966 | | | Cincinnati | OH | 45263-3966 | |
| Choon T Chon | Thomas R Slome Jill Mazzer Marino | 333 Earle Ovington Blvd Ninth Fl | | | Uniondale | NY | 11553-3622 | |
| Computer Patent Annulites LP | Anne Marie Aaronson | 3000 Two Logan Sq | | | Philadelphia | PA | 19103-2799 | |
| Computer Patent Annulites LP | Dorothy H Marinis Riggio | 140 E 45th St 17th Fl | | | New York | NY | 10017 | |
| Computer Patent Annulites North America LLC | Thomas D Renda Kerry Hopkins | 10 Light St | | | Baltimore | MD | 21202 | |
| Computer Patent Annulites North America LLC | Dorothy H Marinis Riggio | 140 E 45th St 17th Fl | | | New York | NY | 10017 | |
| Computer Patent Annulites North America LLC | Thomas D Renda Kerry Hopkins | 10 Light St | | | Baltimore | MD | 21202 | |

Delphi Corporation
Notice Parties to Ballot Recipients

| Name | Credit/Notice Name | Address 1 | Address 2 | Address 3 | City | State | Zip | Country |
|---|--|--|-------------------------------------|---------------|---------------|-------|------------|---------|
| Kickhafer Manufacturing Co KMC | Hilary Jewett | 90 Park Ave | | | New York | NY | 10016 | |
| Kimberly Chase Orr | Gary A Gatto Esq | National Bank Plaza | 3101 N Central Ave Ste 900 | | Phoenix | AZ | 85012 | |
| Kokusai Inc | Gary Vist | 203 N LaSalle St Ste 2500 | | | Chicago | IL | 60601-1262 | |
| Koyo Corporation of USA | Richard L Ferrell | 425 Walnut St | Ste 1800 | | Cincinnati | OH | 45202-3957 | |
| Krieger Harvey J | Judy A O'Neill | 1150 Wheatfield Ct | | | Dayton | OH | 45458-4742 | |
| Kuss Corporation | Lord V Vaughan | 500 Woodward Ave Ste 2700 | | | Detroit | MI | 48226 | |
| Kuss Corporation | Jeannette Eisan Hinshaw | 90 Park Ave 37th Fl | | | New York | NY | 10016 | |
| L & S Tool Inc | James M Sullivan | 135 N Pennsylvania St | | | Indianapolis | IN | 46204 | |
| Ldl Incorporated | Nantz Litwack Smith Girard & Hamilton | 50 Rockefeller Plaza | Ste 2700 | | Grand Rapids | MI | 49546 | |
| Leont Cable Inc Eft | James M Sullivan | 2025 E Bellvue Ste 60 | | | Rochester | MI | 48307 | |
| Linear Technology Corp | Attn William F Savino Esq | 50 Rockefeller Plaza | | | New York | NY | 10020 | |
| Lockport City Treasurer | Attn William F Savino Esq | 228 Main St Ste A | | | Buffalo | NY | 14202 | |
| Longacre Master Fund Ltd | Attn S Rosner Adam L Schiff Daniel N Zinman Daniel A Filman | 599 Lexington Ave | 288 Main St | | New York | NY | 10022 | |
| Longacre Master Fund Ltd | David S Rosner Adam L Schiff Daniel N Zinman Daniel A Filman | 1633 Broadway 22nd Fl | | | New York | NY | 10019 | |
| Longacre Master Fund Ltd | Edwards Angell Palmer & Dodge LLP | Attn Jeanne P Darcey Esq | 111 Huntington Ave | | Boston | MA | 02199-7613 | |
| Longacre Master Fund Ltd | Monika J Machen | Sonnenschein Nath & Rosenthal | 8000 Seard Tower | | Chicago | IL | 60606 | |
| Longacre Master Fund Ltd | Attn Jay L Welford Thomas E Coughlin & Paige E Barr | 27777 Franklin Rd Ste 2500 | | | Southfield | MI | 48034 | |
| Longacre Master Fund Ltd | Clark Hill PC | 500 Woodward Ste 3500 | | | Detroit | MI | 48226-3435 | |
| Longacre Master Fund Ltd | Clark Hill PC | 500 Woodward Ste 3500 | | | Detroit | MI | 48226 | |
| Longacre Master Fund Ltd | Douglas R Davis | 1285 Ave Of The Americas | | | New York | NY | 10019 | |
| Longacre Master Fund Ltd | Barnes Group Inc | Nancy M Clark Assistant General Counsel and Assistant Secretary for Barnes | 123 Main St | PO Box 489 | Bristol | CT | 06011-0489 | |
| Longacre Master Fund Ltd as assignee/transferee of Sharp Electronics Corp | Allan S Brilliant Emanuel C Grillo Brian W Harvey A Filman | 599 Lexington Ave | | | New York | NY | 10022 | |
| Longacre Master Fund Ltd as assignee/transferee of Sharp Electronics Corp | Jeannette Eisan Hinshaw | 1633 Broadway 22nd Fl | | | New York | NY | 10019 | |
| Lorenson Mig Co Inc | Jeannette Eisan Hinshaw | 135 N Pennsylvania St | Ste 2700 | | Indianapolis | IN | 46204 | |
| Lorenson Mig Co SW Inc | Jeannette Eisan Hinshaw | 135 N Pennsylvania St | Ste 2700 | | Indianapolis | IN | 46204 | |
| Lorenson Tooling Inc | Jeannette Eisan Hinshaw | 135 N Pennsylvania St | Ste 2700 | | Indianapolis | IN | 46204 | |
| Madison Niche Opportunities LLC | PO Box 2970 | | | | Buffalo | PA | 14240-2970 | |
| Mark C Lorenz | Anne Marie Aaronson | 3000 Two Logan Sq | 18th & Arch Sts | | Philadelphia | PA | 19103-2799 | |
| Mark Weber | Anne Marie Aaronson | 3000 Two Logan Sq | 18th & Arch Sts | | Philadelphia | PA | 19103-2799 | |
| Marquardt GmbH | Stephen A Donato | One Lincoln Cir 18th Fl | | | Syracuse | NY | 13202 | |
| Marquardt Switches Inc | Stephen A Donato | One Lincoln Cir 18th Fl | | | Syracuse | NY | 13202 | |
| Massachusetts Institute of Technology Attn J Friedland | Kathryn P Johnson | Senior Counsel Office 12 090 | | | Cambridge | MA | 02139 | |
| McNaughton McKay Electric of Ohio | Attn Robert D Gordon & Shannin L Deeb | 500 Woodward Ave Ste 3500 | | | Detroit | MI | 48226-3435 | |
| MeachWestvaco Corporation | Robin L Spear | Harry E Garner | Pillsbury Winthrop Shaw Pittman LLP | 1540 Broadway | New York | NY | 10036 | |
| MeachWestvaco Corporation | Mark D Houle | 650 Town Cir Dr 7th Fl | | | Costa Mesa | CA | 92626-7122 | |
| MeachWestvaco Corporation | Karen B Dine | 1640 Broadway | | | New York | NY | 10036-4039 | |
| Mechtronics Design LLC Vendor 55-575-5784 | Francisco Javier Acosta Castaneda | Manuel Angulano 3103 | Parques Industriales | | Juarez | CI | 32600 | MX |
| Michael P Gannon | Anne Marie Aaronson | 3000 Two Logan Sq | 18th & Arch Sts | | Philadelphia | PA | 19103-2799 | |
| Microsemi Corp | Microsemi Corp | 11861 Western Ave | | | Garden Grove | CA | 92841 | |
| Midwest Tool & Die Corp | Attn Ira Herman | 919 Third Ave 39th Fl | | | New York | NY | 10022 | |
| Midwest Tool & Die Corp | Attn Mark A Warsco | 110 W Berry St Ste 2100 | | | Fort Wayne | IN | 46859 | |
| Milliken & Company | Scott L Hazan Stanley L Lane | 230 Park Ave | PO Box 11647 | | New York | NY | 10022 | |
| Minco Tool & Mold | Thomas P Sarb | 370 Linden St | | | New York | NY | 10169 | |
| Monroe Inc | Monroe Inc | 250 Monroe Ave NW Ste 800 | PO Box 306 | | Meadville | PA | 16336-3026 | |
| Morabito Dena | Morabito Dena | 12 Gailwood Dr | | | Grand Rapids | MI | 49501-0306 | |
| Morabito Philip | Morabito Philip | 12 Gailwood Dr | | | Rochester | NY | 14622 | |
| Morabito Inc | James M Sullivan | 50 Rockefeller Plaza | | | Rochester | NY | 14622 | |
| Mubea Inc | Judy A O'Neill | 11935 Mason Montgomery Rd Ste 130 | | | New York | NY | 10020 | |
| National River & Mig Co | Hilary Jewett | 500 Woodward Ave Ste 2700 | | | Cincinnati | OH | 45249 | |
| National River & Mig Co | Hilary Jewett | 500 Woodward Ave Ste 2700 | | | Detroit | MI | 48226 | |
| National Semiconductor Corp | James M Sullivan | 50 Rockefeller Plaza | | | New York | NY | 10016 | |
| Neuman Aluminum Automotive Inc Neuman Aluminum Impact Extrusion | James M Sullivan | 50 Rockefeller Plaza | | | New York | NY | 10020 | |
| New York Power Authority | Holland & Knight LLP | Neuman Aluminum Inc | 56 Dunsmore Rd | | Verona | VA | 24482 | |
| New York State Electric & Gas Corporation | Attn Peter Zisser Esq | Attn Peter Zisser Esq | 195 Broadway | | New York | NY | 10037-3189 | |
| New York State Electric & Gas Corporation | Thomas R Stone Jill Mazer Marino | 333 Earle Ovington Blvd Ninth Fl | | | Uniondale | NY | 11553-3622 | |
| Newark Electronics | Russell R Johnson III | 2258 Wheelands Dr | | | Manakin Sabot | VA | 23103 | |
| Newark Electronics Corp | | 4801 N Ravenswood Ave | | | Chicago | IL | 60640-4466 | |
| Newark Electronics Corp | | 4801 N Ravenswood Ave | | | Chicago | IL | 60640 | |

Delphi Corporation
Notice Parties to Ballot Recipients

| Name | Credit/Notice Name | Address1 | Address2 | Address3 | City | State | Zip | Country |
|---|--|---------------------------------|---------------------|------------------------------|---------------|-------|------------|---------|
| Niles Usa Inc | c/o Jonathan S Green | 150 W Jefferson Ave Ste 2500 | | | Detroit | MI | 48226 | |
| NSK Steering Systems America Inc | c/o Jonathan S Green | 150 W Jefferson Ave Ste 2500 | | | Detroit | MI | 48226 | |
| IRVACOL Nano Technologies Inc | | PO Box 349 Megunko Rd | | | Ashland | MA | 01721 | |
| OKI America Inc | Marcus O Colabianchi Esq | 101 Second Street Ste 1800 | | | San Francisco | CA | 94105-3601 | |
| OKI America Inc | David A Lowenthal | 875 Third Ave | | | New York | NY | 10022 | |
| Oprex America Inc | James P Murphy | 535 Griswold Ste 1900 | | | Detroit | MI | 48226 | |
| Ore Hill Hub Fund Ltd | Kelly Dye + Warren | 101 Park Ave | | | New York | NY | 10178 | |
| Orix Warren LLC | Connolly Bove Lodge & Hutz LLP | Connolly Bove Lodge & Hutz LLP | The Nemours Bldg | 1007 N Orange St PO Box 2207 | Wilmington | DE | 19899 | |
| Panasonic Automotive Systems Company of America | James T Benley Esq | David M Hillman Esq | 919 Third Ave | | New York | NY | 10022 | |
| America Division of Panasonic Company of North America | Thomas P Sarb | 250 Monroe Ave NW Ste 800 | PO Box 306 | | Grand Rapids | MI | 49501-0306 | |
| Parkview Metal Products | Judy A O'Neill | 5620 W Park Ave | | | St Louis | MO | 63110 | |
| PBR Australia Pty Ltd | Hilary Jewett | 500 Woodward Ave Ste 2700 | | | Detroit | MI | 48226 | |
| PEC of America Corporation | Timothy W Walsh | 1251 Avenue of the Americas | | | New York | NY | 10016 | |
| PEG Industries Inc | Robert N Michaelson Esq | 599 Lexington Ave | | | New York | NY | 10022-1104 | |
| Pradison & Clay Inc | Thomas P Sarb | 250 Monroe Ave NW Ste 800 | PO Box 306 | | New York | NY | 10022 | |
| Progeon & Clay Art | Thomas P Sarb | 250 Monroe Ave NW Ste 800 | PO Box 306 | | Grand Rapids | MI | 49501-0306 | |
| Qtek Global Solutions | David B Aaronson Andrew C Kassner | One Logan Sq | 18th and Cherry Sts | | Philadelphia | PA | 19103-6996 | |
| Reba Boyd Hogan | Reba Boyd Hogan | 107 Lamie | | | Lauson | SC | 29456-5457 | |
| Resindol Engineering Corp | Robert D Gordon | 500 Woodward Ave Ste 3500 | 18th & Arch Sts | | Detroit | MI | 48226-3435 | |
| Robert J Remenar | Anne Marie Aaronson | 3000 Two Logan Sq | | | Philadelphia | PA | 19103-2799 | |
| Rochester Gas & Electric Corporation | Thomas R Slome Jill Mazza Marino | 333 Erie Ovington Blvd Ninth Fl | | | Uniondale | NY | 11553-3622 | |
| Rochester Gas & Electric Corporation | Russell R Johnson III | 2258 Wheatlands Dr | | | Manakin Sabot | VA | 23103 | |
| Rodney O'Neal | Anne Marie Aaronson | 3000 Two Logan Sq | 18th & Arch Sts | | Philadelphia | PA | 19103-2799 | |
| Ronald E Jobe | Anne Marie Aaronson | 3000 Two Logan Sq | 18th & Arch Sts | | Philadelphia | PA | 19103-2799 | |
| Ronald M Pogue | Anne Marie Aaronson | 3000 Two Logan Sq | 18th & Arch Sts | | Philadelphia | PA | 19103-2799 | |
| Ronald Pille | Anne Marie Aaronson | 3000 Two Logan Sq | 18th & Arch Sts | | Philadelphia | PA | 19103-2799 | |
| Rothfist Tube Inc | George B Cauffman Jody A Badenbaugh | Meridian Bldg Seventeenth Fl | | | Columbia | SC | 29201 | |
| Russell Reynolds Associates Inc | Richard B Herzog | 999 Peachtree St Ste 1400 | PO Box 11070 | | Atlanta | GA | 30309 | |
| S. McKee C o B McIntosh | S. McKee C o B McIntosh | 200 Park Ave | | | New York | NY | 10166 | |
| SBC Advanced Solutions | Attn Vincent D'Agostino & Eric H Horn | 1251 Ave of the Americas | | | Rock Hill | MO | 63119 | |
| SBC Advanced Solutions | Vincent A D'Agostino | 65 Livingston Ave | | | Roseland | NJ | 07068 | |
| SBC Datacomm | Attn Vincent D'Agostino & Eric H Horn | 1251 Ave of the Americas | | | Roseland | NJ | 07068 | |
| SBC Datacomm | Vincent A D'Agostino | 65 Livingston Ave | | | Roseland | NJ | 07068 | |
| SBC Global | Attn Vincent D'Agostino & Eric H Horn | 1251 Ave of the Americas | | | Roseland | NJ | 07068 | |
| SBC Long Distance Inc | Vincent A D'Agostino | 65 Livingston Ave | | | Roseland | NJ | 07068 | |
| SBC Long Distance Inc | Attn Vincent D'Agostino & Eric H Horn | 1251 Ave of the Americas | | | Roseland | NJ | 07068 | |
| SBC Long Distance Inc | Vincent A D'Agostino | 65 Livingston Ave | | | Roseland | NJ | 07068 | |
| Schaefer Systems International & Sierra Liquidity Fund | | PO Box 7009 | | | Charlotte | NC | 28241-7009 | |
| Sermacoat Inc | Judy B Galton | 2290 First National Bldg | 660 Woodward Ave | | Detroit | MI | 48226-3506 | |
| Sgs Canada Inc | SGS Canada Inc | 2 6275 Northam Dr | | | Mississauga | ON | L4V 1Y8 | Canada |
| Siemens Aktiengesellschaft | Elena Lazarou | 599 Lexington Ave | | | New York | NY | 10022 | |
| Siemens Aktiengesellschaft | Stephen T Bobo Arlene N Gelman Pia N Thompson | 10 S Wacker Dr 40th Fl | | | Chicago | IL | 60606 | |
| Siemens VDO Automotive Corporation | Elena Lazarou | 599 Lexington Ave | | | New York | NY | 10022 | |
| Siemens VDO Automotive Corporation | Stephen T Bobo Arlene N Gelman Pia N Thompson | 10 S Wacker Dr 40th Fl | | | New York | NY | 10022 | |
| SKF USA Inc | Linda J Casey | 3000 Two Logan Sq | 18th and Arch Sts | | Chicago | IL | 60606 | |
| St. Tennessee LLC fka Sandlip America | Gary Vist | 203 N Lasalle St Ste 2500 | | | Philadelphia | PA | 19103-2789 | |
| Solitz Corporation of America | James S Carr Mark R Sommerstein Keith H Wofford | 101 Park Ave | | | Chicago | IL | 60601-1262 | |
| Solvey Advanced Polymers LLC | David A Rosenzweig | 666 Fifth Ave | | | New York | NY | 10178 | |
| Sony Electronics | Scott L Hazan Melissa A Hager | 230 Park Ave | | | New York | NY | 10169 | |
| Sony Electronics Inc | Scott L Hazan Melissa A Hager | 230 Park Ave | | | New York | NY | 10169 | |
| Sony Electronics Incorporated | Scott L Hazan Melissa A Hager | 230 Park Ave | | | New York | NY | 10169 | |
| Southwest Research Institute | David A Rosenzweig | 666 Fifth Ave | | | New York | NY | 10103 | |
| SPCP Group LLC | Allan S Brilliant Craig P Druehl & Meagan E Costello | 599 Lexington Ave | | | New York | NY | 10022 | |
| SPCP Group LLC as agent for Silver Point Capital Fund LP and Silver Point Capital Offshore Fund LTD | Allan S Brilliant Craig P Druehl & Meagan E Costello | 599 Lexington Ave | | | New York | NY | 10022 | |

Delphi Corporation
Notice Parties to Ballot Recipients

| Name | Creditor/Noticee Name | Address1 | Address2 | Address3 | City | State | Zip | Country |
|--------------------------------|--|------------------------------|-----------------------|-----------|---------------|-------|------------|---------|
| Victory Packaging LP | Attn: Ira L Herman Esq | Ira L Herman Esq | 919 Third Ave 39th Fl | | New York | NY | 10022 | |
| Voss Manufacturing Inc | Stephen H Gross Cheryl R Storie Stephen L Yonaty | One M&T Plz Ste 2000 | | | Buffalo | NY | 14203-2391 | |
| Vwr Corp | Sales | PO Box 640169 | | | Pittsburgh | PA | 15264-0169 | |
| Vwr Scientific Products C | 800 E Fabyan Pkwy | | | | Chicago | IL | 60666 | |
| Vwr Scientific Products Corp | Vwr Scientific Div | PO Box 6629 | | Ohare Amf | Brisbane | CA | 94005 | |
| Wayne Wire Cloth Products Inc | Acct 51370986 | 3745 Bayshore Blvd | | | Grand Rapids | MI | 49501-0306 | |
| Wellman Raymond | Thomas P Sarb | 250 Monroe Ave NW Ste 800 | PO Box 306 | | Winter Garden | FL | 34787 | |
| Wells Operating Partnership LP | c o Jonathan S Green | 1110 Harbor Hill St | | | Detroit | MI | 48226 | |
| Wesco Distribution | Robert N Michaelson Esq | 150 W Jefferson Ave Ste 2500 | | | New York | NY | 10022 | |
| Wesco Distribution Inc | Robert N Michaelson Esq | 599 Lexington Ave | | | New York | NY | 10022 | |
| William E Turner | William E Turner | 1502 Woodhall | | | Flint | MI | 48504-1989 | |
| Wintech Inc | c o Jonathan S Green | 150 W Jefferson Ave Ste 2500 | | | Detroit | MI | 48226 | |
| Wood Hugh G | 351 S Edinberg Dr Sw | | | | Grand Rapids | MI | 49548-6723 | |
| XM Satellite Radio Inc | 555 Thirteenth St Nw | | | | Washington | DC | 20004 | |
| Xpedx | 4140 E Paris SE | | | | Grand Rapids | MI | 49512 | |
| Yazaki North America Inc | Judy A O Neill | 500 Woodward Ave Ste 2700 | | | Detroit | MI | 48226 | |
| Yazaki North America Inc | Hilary Jewett | 90 Park Ave | | | New York | NY | 10016 | |
| York International Corp | Elena Lazarou | 599 Lexington Ave | | | New York | NY | 10022 | |
| Yuasa & Hara | Yuasa & Hara | CPO Box 714 | | | Tokyo | | 100 8692 | Japan |

EXHIBIT FFF

Delphi Corporation
Disallowed Claims

| Name | NoticeName | Address1 | Address2 | Address3 | City | State | Zip | Country |
|--|------------|----------------------------------|----------|----------|-------------------|-------|------------|---------|
| Ann M Kay | | 24575 Willowby | | | Eastpointe | MI | 48021-3460 | |
| Ann M Niehaus | | 23584 42 St | | | Marietta | IA | 52305-7517 | |
| Ann Marie Brendle | | 407 Mission Santa Fe | | | Chico | CA | 95926-5112 | |
| Ann Miller | | 15266 Trails Landing | | | Strongsville | OH | 44136-8255 | |
| Ann Norris | | 182 MacDougall Ln | | | Blacklick | OH | 43004-9325 | |
| Ann S Haber | | Co Ann S Miller | | | Alexandria | VA | 22312-2018 | |
| Ann S Jacobs | | 41 Linda Court | | | Delmar | NY | 12054-3516 | |
| Ann S Rivers | | 810 Burchill St SW | | | Atlanta | GA | 30310-4828 | |
| Ann V Liegeois | | 1523 10th St | | | Marietta | WI | 53145-3523 | |
| Ann W Von Sees and | | Thomas A M Vonsaas Jr Ten | | | New Haven | OH | 44950-0049 | |
| Anna Catherine Zouko | | Zouko Rd Box 94 | | | Machias | NY | 14101-0094 | |
| Anna E Kessler | | Co Connie Corrova | | | Columbus | OH | 43230-8445 | |
| Anna Henninger | | 3771 Dogwood Dr | | | Whitehall | PA | 18052-3331 | |
| Anna I Klein | | Box 2422 W | | | Weirton | WV | 26062-1622 | |
| Anna M Sutherland | | 1805 Rolling Ln | | | Cherry Hill | NJ | 08003-3325 | |
| Anna Mae Good | | 1945 Dayton Smicksburg Rd | | | Smicksburg | PA | 18256-2233 | |
| Anna Marie Buxsa | | 517 16th St | | | Huntington Beach | CA | 92648-4045 | |
| Anna Ruth Keeler | | 172 Ridgeview Estates | | | Harleysville | PA | 19438 | |
| Annalee S Kennedy Trustee | | S Kennedy Revocable Living Trust | | | Sylvan Lake | MI | 48320-1644 | |
| Ann Carmy and | | Joseph D Carmy Jr Ten | | | Antioch | IL | 60002 | |
| Anne Elizabeth Ocomor | | 7658 Linkside Dr | | | Marietta | NY | 13104-2371 | |
| Anne L Moore Tr Us Dtd 102797 | | Richard Moore and | | | Ft Myers | FL | 33907 | |
| Anne M Jones | | 4897 Culver Rd | | | Albion | NY | 14411-9537 | |
| Anne M Jutt and | | Nelle M Jutt and Joseph J | | | Westfield | MA | 01085-2543 | |
| Anne Marie Bostwick | | 8215 Chiquilla Dr | | | Pensacola | FL | 32534-4321 | |
| Anne Marie Galletta | | 94 Casper St | | | PL Chester | NY | 10573-3150 | |
| Anne Mc Coin Callaway | | 5700 Glen Vale Dr | | | Knoxville | TN | 37919-9815 | |
| Anne Murphy Patent Services | | 12413 Rousseau Terrace | | | North Potomac | MD | 20878 | |
| Anne O Trombly and Katherine T | | Allen Jr Ten | | | Clearwater | FL | 33756-4289 | |
| Anne O Trombly and Russell H | | Trombly Jr Ten | | | Clearwater | FL | 33756-4289 | |
| Anne Olsen and Ginnor E Bullard | | Box 109 | | | Nashville | IN | 47448-0109 | |
| Anthony Teresi and | | Sylvia S Teresi Jr Ten Tod | | | Middeburg Hts | OH | 44130-6721 | |
| Antonio C Dias | | Avenue Da Correioira No 6 | | | Highland Park | NJ | 08901 | |
| Antonio Raspa Jr | | 215 Karsay St | | | Foster City | CA | 94404 | |
| Applied Biosystems Applera Corporation Acting Through its Applied Biosystems Group | | 850 Lincoln Center Dr | | | Cleveland | OH | 44115-5056 | |
| Applied Industrial Tech | | One Applied Plaza | | | | | | |
| Applied Industrial Technologies & following subsidiaries | | | | | | | | |
| App In Tech TX LP Applied Michigan and Applied Ind Tech Indiana | | | | | | | | |
| Applied Industrial Technologies CA LLC and Applied Industrial Technologies Dixie Inc | | One Applied Plz | | | Cleveland | OH | 44115-5056 | |
| Applied Industrial Technologies TX LP | | One Applied Plaza | | | Cleveland | OH | 44115-5056 | |
| Applied Industrial Technologies TX LP | | One Applied Plaza | | | Cleveland | OH | 44115-5056 | |
| Aqua Pnx Inc | | PO Box 56 | | | Moberly | MO | 65270 | |
| Arabian Battery Holding Company | | Sachnoff & Weaver Ltd | | | Chicago | IL | 60606 | |
| Aramark Uniform Services a Division of Aramark Uniform & Career Apparel Inc | | 115 N First St | | | Burbank | CA | 91502 | |
| Argo Partners | | 12 W 37th St 9th Fl | | | New York | NY | 10018 | |
| Argo Partners | | 12 W 37th St 9th Fl | | | New York | NY | 10018 | |
| Argo Partners | | 12 W 37th St 9th Fl | | | New York | NY | 10018 | |
| Argo Partners | | 12 W 37th St 9th Fl | | | New York | NY | 10018 | |
| Argo Partners | | 12 W 37th St 9th Fl | | | New York | NY | 10018 | |
| Argo Partners | | 12 W 37th St 9th Fl | | | New York | NY | 10018 | |
| Arkansas Industrial Machinery Inc | | 3804 N Noma | | | New York | NY | 10018 | |
| Armacell LLC | | Womble Carlye Sandridge & Rice | | | North Little Rock | AR | 72118 | |
| Army & Air Force Exchange AAFES | | 3911 Walton Walker | | | Greensboro | NC | 27402 | |
| Army & Air Force Exchange Service | | Attn GC G&R | | | Dallas | TX | 75236 | |
| Army & Air Force Exchange AAFES | | 3911 Walton Walker | | | Dallas | TX | 75236 | |

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Delphi Corporation
Disallowed Claims

| Name | Notice Name | Address1 | Address2 | Address3 | City | State | Zip | Country |
|---|---------------------------------------|---|--------------------------------|-----------------------|---------------------|-------|------------|----------------|
| Dorothy Sample Tr, Uta | | Did 00184 Dorothy Sample | Trust | 4103 Fairway Dr | Springdale | AR | 72764-1014 | Canada |
| Dorothy Ure | | Box 12 830 King St | | | Niagara On The Lake | ON | L8S 1J0 | |
| Dorothy V Symonds | | 19 Sherman Rd | | | Glen Cove | NY | 11542-3228 | |
| Dorothy Vojna and George | | Vojna Ten Ent | 1333 R Fifth Ave | | Ford City | PA | 16228-1317 | |
| Dorothy W Brown | | 201 Fishburn St | | | Harrisburg | PA | 17109-3806 | |
| Doris L Thomas | | 611 So Reid St 2 | | | Detroit | MI | 48209-3038 | |
| Doshi Pirelli International LLC | es David H Freedman Esq | Erman Teicher Miller Zucker and Freedman PC | 400 Galleria Offcentre Ste 444 | | Southfield | MI | 48034 | |
| Doshi Pirelli International LLC | es David H Freedman Esq | Erman Teicher Miller Zucker and Freedman PC | 400 Galleria Offcentre Ste 444 | | Southfield | MI | 48034 | |
| Doug Becken Hillsborough County Tax Collector | Alan Doug Belden | 901 E Kennedy Blvd 14th Fl | | | Tampa | FL | 33602 | |
| Doug D Borton | | 4411 Rogers Hwy | | | Britton | MI | 48228-8728 | |
| Douglas A Kramer | | 1037 Garfield St | | | Lansing | MI | 48917-8250 | |
| Douglas B Java | | Box 145 | | | The Villages | OH | 44470-0145 | |
| Douglas B Murray Cust | | Theodore Walter Murray Unif | Gift Min Act NJ | 1852 Williamsburg Ave | Spring Boro | OH | 45068 | |
| Douglas J Heller | | 5970 North State Rte 48 | | | Stone Mountain | GA | 30087-5262 | |
| Douglas M Gallner | | 5629 Mountain View Pass | | | Spring Hts | MI | 48313-4958 | |
| Douglas McWyness | | 13317 Plumridge Blvd | | | Yuba City | CA | 95963-1402 | |
| Douglas P Gibbs | | 2182 Blevin Rd | | | Dighton | KS | 67839 | |
| Douglas W Elbert and Derna D | | Elbert J Ten | 100 E Cherry | | Nezareth | PA | 18064-9519 | |
| Douglas Wiley and | | 158 North Broad St Extension | | | Midland | MI | 48686 | |
| Dow Corning Corporation | Alan Tammy Grove CO1222 | 2200 W Salzburg Rd | | | Alflesley | VA | CV68LN | United Kingdom |
| Dow Corning Limited | | Copae Dr | Meridian Business Pk | | Cedar Bluff | VA | 24609 | |
| Dowell E Mullins | | 154 Tatum Rd | | | Garden Grove | CA | 92841 | |
| DPAC Technologies Corp | | 7321 Lincoln Wy | | | Southfield | MI | 48034 | |
| Dps Information Services Inc | | 28100 Northwestern Hwy | | | | | | |
| Dr Bernd Gotschalk | Dr Bernd Gotschalk President | VDA Assoc of the German Automobile Industry | Westendstrasse 81 | | Frankfurt | | 60326 | Germany |
| Draeger Helva J Inc Helva J Barlow | | 903 Edison Rd | | | Sepphor | MI | 48004-1171 | |
| Dragica Clavic | | 528 South 8th Ave | | | Lagrange | IL | 60526-8715 | |
| Dragon Corporation | | 30445 Northwestern Hwy No 280 | | | Farmington Hills | MI | 48334 | |
| Drengen Danton | | 225 Clark St | | | Brockport | NY | 14420 | |
| Drive Source International Inc | | PO Box 0381 | | | Surtevant | WI | 53177 | |
| Drum Oil and Propane Eit | | PO Box 375 | | | Gaspot | NY | 14067 | |
| Du Co Ceramica Co | | PO Box 598 | | | Saxenburg | PA | 16056 | |
| Duane J Jolley | Sara Gorman Rajan Esq | Shank Raegan | 1111 W Long Lake Rd Ste 202 | | Troy | MI | 48068 | |
| Duell Kristopher | | 128 Peash Hollow Trail | | | Brockport | NY | 14420 | |
| Dun & Bradstreet | co RMS Bankruptcy Recovery Services | Altn Wendy Finnegan | PO Box 5128 | | Timonium | MD | 21094 | |
| Dun & Bradstreet | co Receivable Management Services RMS | PO Box 5128 | | | Timonium | MD | 21094 | |
| Dunham Rubber & Belling Corp | | PO Box 47248 | | | Indianapolis | IN | 46247-0248 | |
| DuPont Capital Mgmt | Lora Bowser | 1 Righter Pkwy Ste 3200 | | | Wilmington | DE | 19803 | |
| Durkin Gloria R | Durkin Gloria R Durkin William J | 45 Palo Ln | | | Newark | DE | 19702 | |
| Dwight D New and Dorotte J New Ji Ten | | 45 Palo Ln | | | Newark | DE | 19702 | |
| Dynalene Inc | | 8957 Douglass Ct | | | Indianapolis | IN | 46234-7025 | |
| Dynamic Corporation Sierra Liquidity Fund | Sierra Liquidity Fund LLC | 5255 W Cobles Rd | | | Whiteland | PA | 15062 | |
| E B V Elektronik Vertriebsgesellschaft Ebo Elektronik | E Falcon Hodges | Brinkhoff La | | | Irvine | CA | 92614 | United Kingdom |
| E Jean Atkinson Holler Tr Fam | Uv Tr Did 021590 Uta Pho E | 517 Pleasant St | | | Swindon Wiltshire | VA | SN8 8SY | United Kingdom |
| E Lea Kimbro Tr Ua Did 11300 | | Jean Atkinson Holler | 369 Boca Ciega Point Blvd | | South Hill | VA | 23970 | |
| E Robert Williams | | Kimbro Living Trust | Apt 503 | | Saint Petersburg | FL | 33708-2715 | |
| E&I Industrial Sales Inc | | 5223 Hickory Ave | 1370 Narrow Gauge Rd | | Roadville | NC | 27320 | |
| Ezy Technologies Inc | | 40800 Enterprise Dr | | | Stockton | CA | 95212-2402 | |
| Eagle Engineering & Supply Co | | 4 Westchester Plz | | | Stockton | CA | 95212-2402 | |
| Eagle Equipment Corporation | | 101 Industrial Hwy | | | Sterling Heights | MI | 48314 | |
| Earl Andrew Mc Dowell | | 666 Brookside Blvd | | | Alpena | MI | 49707-8153 | |
| | | 520 Wopsemeck Ave | | | Westerville | OH | 43081 | |
| | | | | | Albion | PA | 16001-3881 | |

12/28/2007 11:06 AM
FFF - WITH DOMESTIC, CAN AND INTL

Delphi Corporation
Disallowed Claims

| Name | Notice/Name | Address1 | Address2 | Address3 | City | State | Zip | Country |
|--|-----------------------------------|-----------------------|--------------------------|---------------|-----------------|-------|------------|---------|
| James R Phillips | | 802 Windsor Court | | | Winchester | VA | 22601-8740 | |
| James R Phillips and Betty L | | Phillip J Ten | 802 Windsor Court | | Winchester | VA | 22601-8740 | |
| James R Wang | | 2212 Rosina Drive | | | Memphis | OH | 45342 | |
| James S Shetler | | 802 Jerusalem Rd | | | Chassett | MA | 02025-1045 | |
| James S Sudino | | 101 Broad Ave Box 607 | | | Pallades Pk | NJ | 07650-1438 | |
| James T Baker | | 1830 Tara Cir | | | Douglasville | GA | 30135-1032 | |
| James T Dye Trustee Via Dad | 051061 The James T Dye | Living Trust | Co Jan Ries | 2435 Duway Ln | Shawnee Mission | KS | 66208 | |
| James T Licking Tr Of The | James T Licking Tr 401 Ua | | 108 Ridge Dr | | De Kalb | IL | 60115-1738 | |
| James T Sullivan and | Judith A Sullivan J Ten | | 538 Victoria St | | Brighton | MI | 48118-1107 | |
| James T Sullivan and | Judith A Sullivan J Ten | | 538 Victoria St | | Brighton | MI | 48118-1107 | |
| James V Farr II | 58 Vermilion Dr | | | | Levittown | PA | 19054-1228 | |
| James V Pennington | 4387 Baker | | | | Alger | MI | 48910 | |
| James W Bergstrom and | Noralee S Bergstrom J Ten | | 1325n 1100e | | La Grange | IN | 46761-8853 | |
| James W Blount | Attn Beth E Brotherton | | 221 West Main Cross | | Taylorville | IL | 62568 | |
| James W Byers II and | Stephanie A Chulpek J Ten | | 515 Westminster Ave | | Swarthmore | PA | 19081-2428 | |
| James W Byers III Cust | The Pa Uniform Gifts To | | Minors Act | | Swarthmore | PA | 19081-2428 | |
| James W Harvey Jr | 534 Loflon Rd | | | | Rephine | VA | 24472-8609 | |
| James W Phillips | 2400 Shilman Rd | | | | Oxford | MI | 48371-2533 | |
| James W Sullivan Sr | 4418 N Hwy 287 | | | | Alford | TX | 76225 | |
| James W Williams Tr | James S Williams Living Trust | | Ua 051899 | | Rochester Hills | MI | 48309-1518 | |
| Jamestown Container Lockport I | 85 Grand St | | | | Lockport | NY | 14094-2289 | |
| Jamestown Container Lockport I | 85 Grand St | | | | Lockport | NY | 14094-2289 | |
| Jamestown Moraine Inc | 2290 Arbor Blvd | | | | Moraine | OH | 45439 | |
| Jamestown Plastic Inc | PO Box U | | 8808 Highland Ave | | Brookton | NY | 14716 | |
| Jamie A Szalkowski | 55 Pine Rd | | | | High Bridge | NJ | 08829-1113 | |
| Jan A Szalkowski and | Kenneth J Szalkowski J Ten | | | | High Bridge | NJ | 08829-1113 | |
| Jan Leburg | 2304 Holiday Court | | | | Leburg | IL | 60438 | |
| Jan Pak Hummel | PO Box 130 | | | | Bluefield | WV | 24701 | |
| Jan A Butler Ex Est | James E Butler | | | | Stratford | CT | 06614 | |
| Jan A Cameron | 28 W Glen St | | 295 Wilbur Dr | | Holyoke | MA | 01040-9322 | |
| Jan Ann Herfort | Box 438 | | | | Castile | ME | 04421-0436 | |
| Jan Colton | 477 Gregory Dr | | | | Chicago Heights | IL | 60411-2422 | |
| Jan Gursenhouse | 4878 Kingswood Dr | | | | Carmel | IN | 46033-5916 | |
| Jan I Leyer | 1306 Edgemore Dr | | | | Rochester | NY | 14612 | |
| Jan Jackson Betts | 71 Cedar Ln Rr 6 | | | | Indiana | PA | 15701-3480 | |
| Jan Murphy Romkus | 4460 Ikena Pl 65 | | | | Kalaheo | HI | 96741 | |
| Jan S Placon | 184 Brooks Landing Dr | | | | Winston Salem | NC | 27108-4359 | |
| Jane Sigston The Depository Trust Company | | | | | | | | |
| Treasurers Dept | RL PO Rickett GST Exempt RR | | 2087 Crawford Ct | | The Villages | FL | 32162-3373 | |
| Jane T Clay | 788 Glendover Ct | | | | Lexington | KY | 40502-2842 | |
| Jane T Morton | 1589 Sunset Rd | | | | Oxford | NC | 27585-8210 | |
| Janel M Francis and Judith M Davidcz | Trs Ua Did 8101 | | | | New Berlin | WI | 53151 | |
| Janel M Bumpus Tod | Janel M Bush | | 6106 South Kensington | | Jackson | MI | 48203 | |
| Janel M Bumpus Tod | Joel T Bumpus | | Subject To Sia Tod Rules | | Jackson | MI | 48203 | |
| Janelle A C Raskopf and | Thomas J Bumpus | | Subject To Sia Tod Rules | | Jackson | MI | 48203-1104 | |
| Janelle A Raskopf | Emmett J Raskopf J Ten | | 570 Christopher Dr | | Green Valley | AZ | 85514-4148 | |
| Janelle A Davenport | 1555 N Pacific Chateau | | 1555 N Pacific Chateau | | Green Valley | AZ | 85514-4148 | |
| Janel A Sherbin | 1318 Talberry | | | | Milwaukee | WI | 53208-4338 | |
| Janel A Thompson and Annette & John G Thompson | Galilee J Ten | | 141 Finn Rd | | Channah | OH | 46230 | |
| Janel A Thompson and John G | Thompson and Kathryn Krabbe J Ten | | 141 S Finn Rd | | Munger | MI | 48747-9720 | |
| Janel E Gilhaus | 21 The Trill | | | | Munger | MI | 48747-9720 | |
| Janel E Pilz | 144 Vivian Loop | | | | Middletown | NJ | 07748-2008 | |
| Janel Garber | 3 Oaks Ln | | | | Fairhope | AL | 36532 | |
| Janel H Zimmerman and Henry G Dec 3 04 05 | Janel H Zimmerman Living Trust | | 4775 Village Dr 108 | | Boynton Beach | FL | 33436 | |
| Janel L Curtis | 1701 Finn Dr | | | | Grand Ledge | MI | 48837 | |
| Janel L Curtis and Wayne D | Curtis J Ten | | | | Grand Ledge | MI | 48837 | |
| Janel M Gordon | 20437 Ardmore | | 1701 Finn Dr | | Abundale | FL | 33823-9878 | |
| Janel Mae McClure | 3759 Merimonte Rd | | | | Detroit | MI | 48225-1510 | |
| Janel Manning | 1 Pulnam Rd | | | | Mentua | OH | 44255-8412 | |
| Janel R Shook | 35 Sunnyside Rd | | | | East Brunswick | NJ | 08816-2749 | |
| | | | | | Scotia | NY | 12302-2424 | |

12/28/2007 11:06 AM
FFF - WITH DOMESTIC, CAN and INTL

Delphi Corporation
Disallowed Claims

| Name | Notice Name | Address 1 | Address 2 | Address 3 | City | State | Zip | Country |
|--|-------------------------------------|--|-----------|----------------|-----------------|-------|------------|----------------|
| United Rentals Inc | Attn Cynthia Lowell | 820 Ecol Rd | | | Perryburg | OH | 43551 | |
| United States Council For International Business | | 1212 Ave of the Americas | | | New York | NY | 10036-1689 | |
| United States Plastic Corp | | 1360 Neubrecht Rd | | | Lima | OH | 45801 | |
| United Telephone Company of Ohio | MS KSP0110101 Z2800 | 8391 Sprint Pkwy | | | Overland Park | KS | 66251-2800 | |
| United Telephone Company of Ohio | | PO Box 7971 | | | Shawnee Mission | KS | 66207-0971 | |
| United Way Of Clinton Co | | 31 West Main St | | | Wilmington | OH | 45177 | |
| Unilocks Press Cz As | | Hradicka 328 | | | Vodaske Mezicic | | 75701 | Czech Republic |
| Univar USA Inc | | PO Box 34526 | | | Seattle | WA | 98124-1925 | |
| Universal Conservation Ue | | PO Box 637 | | | Warrton | NJ | 07885 | |
| University of Wisconsin Perkalde | | Board of Regents of the University of Wisconsin System | | | Madison | WI | 53706-1559 | |
| Upliner Matthew | | 6361 Leuen | | 1220 Linden Dr | Saginaw | MI | 48604 | |
| US Customs & Border Protection | Robert B Hamilton Jr Director | Revenue Division | | | Indianapolis | IN | 46268 | |
| US Customs and Border Protection | Robert B Hamilton Jr Director | Revenue Division | | | Indianapolis | IN | 46268 | |
| US Customs and Border Protection | Robert B Hamilton Jr Director | Revenue Division | | | Indianapolis | IN | 46268 | |
| US Customs and Border Protection | Robert B Hamilton Jr Director | Revenue Division | | | Indianapolis | IN | 46268 | |
| US Customs and Border Protection | Robert B Hamilton Jr Director | Revenue Division | | | Indianapolis | IN | 46268 | |
| US Equal Employment Opportunity Commission | Donna L Williams Alexander Esq | 10 Technology Dr | | | Indianapolis | IN | 46268 | |
| US Filler Incorp Inc | | 1835 Duober Ave SW | | | Canton | OH | 44708-0927 | |
| US Timken Co | Attn Robert Morris | PO Box 6927 | | | Canton | OH | 44708-0927 | |
| US Xerox Enterprises Inc Eft | Attn Robert Morris | 4080 Jenkins Rd | | | Chattanooga | TN | 37421 | |
| Use Mobility Inc | Denise Ware | Medical | | | Panacola | FL | 32502 | |
| Utilities Instrumentation Serv | Use Mobility Inc | 306 N River St | | | Waterdown | CT | 06795-162 | |
| UW Parkside | Cashiers Office | PO Box 2000 | | | Ypsilanti | MI | 48196 | |
| V & F Instruments Inc | Attn Rooney Resch | 1046 Baker Rd | | | Kenosha | WI | 53141 | |
| Vacoco Industries | | 10350 Vacco St | | | Dexter | MI | 48130 | |
| Valentia Burton | | 21505 Normandale | | | South El Monte | CA | 91733 | |
| Valentia Robotics Inc | | 36925 Metro Ct | | | Beverly Hills | MI | 48025 | |
| Valco Climate Control Corporation | Attn Christopher R Connelly | 3000 University Dr | | | Starling His | MI | 48312-1009 | |
| Valco Electrical Systems Inc Motors and Actuators Division | | 3000 University Dr | | | Auburn Hills | MI | 48326 | |
| Valco Electrical Systems Inc Wipers Division | Attn Christopher R Connelly | 3000 University Dr | | | Auburn Hills | MI | 48326 | |
| Valco Schaller Und Sensor | Attn Christopher R Connelly | Gmbh | | 86650 Wending | Auburn Hills | MI | 48326 | Germany |
| Valco Switches and Detection Systems Inc | Attn Christopher R Connelly | 3000 University Dr | | | Flint | MI | 48306 | |
| Valente A Dutton and | David H Dutton Jr Ten | 10390 Woodview Dr | | | Flint | MI | 48307-4720 | |
| Valerio Raymond | 58 Commonwealth Rd | | | | Rochester | NY | 14618 | |
| Valhalla Scientific | 8318 Miramar Mail | | | | San Diego | CA | 92121-2911 | |
| Valby Solvents and Chemicals | PO Box 18 | | | | Combas | TX | 78535 | |
| Valve Sales Inc | PO Box 57003 | | | | Oklahoma City | OK | 73157 | |
| Van Dyne Credit Inc | 8038 Washington Village Dr Site 11C | | | | Dayton | OH | 45458-1888 | |
| Van Dyne Credit Inc | 8039 Washington Village Dr Site 11C | | | | Dayton | OH | 45458-1888 | |
| Van Dyne Credit Inc | 8039 Washington Village Dr Site 11C | | | | Dayton | OH | 45458-1888 | |
| Vandale City of Oh | 333 James E Bohanan Memorial Dr | | | | Vandalia | OH | 45377 | |
| Vanella L Esbaum | 16122 Northwest Blvd | | | | Davenport | IA | 52806-1849 | |
| Vangel J Geolis | 45 Lake Pkwy | | | | Webster | MA | 01570-2995 | |
| Vanguard Distributors Inc | Cp Div Ks From Rd801570780 | | | | Savannah | GA | 31402 | |
| Vanguard Distributors Inc | PO Box 608 | | | | Savannah | GA | 31402 | |
| Vanguard Distributors Inc Eft | Ks From Rd144431400 | | | | Savannah | GA | 31402 | |
| Vause Jr James W | 1721 Mcrahan St | | | | Columbus | OH | 43220-2585 | |
| Vector Cartech Inc | 150 W Jefferson St | | | | Columbus | OH | 43220-4415 | |
| Vectran Energy Delivery | PO Box 209 | | | | Dayton | OH | 45424-4415 | |
| Velda J Tyler | 21877 State Hwy 21 | | | | Evansville | IN | 47702 | |
| Vella S Punsil | 1107 Hills Court | | | | Evansville | IN | 47702 | |
| Velma Martin and Joseph F | Martin Jr Ten | | | | Venice | FL | 33590-8023 | |
| Venture Plastics Inc | Mangulles & Levinson LLP | | | | Venice | FL | 33590-8023 | |
| | | | | | Dayton | OH | 45459-1508 | |
| | | | | | Cleveland | OH | 44124 | |

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| CREDITORS/CREDITORS NAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|------------------------------------|---------------------------------|--------------------------------|----------|------------------|-------|------------|----------------|
| Aeroflex Diesel Fuel Inc Svc | 2915 Jefferson Island Rd | | | New Bedford | MA | 01950 | |
| Acal Precision Products | 20230 Centre Dr | | | Roseville | MI | 48068 | |
| Acal Thermal | 3702 Medford St | | | Los Angeles | CA | 90063 | |
| Accelerated Technologies Inc | 2748 Chandler Dr | | | Englewood | KY | 41018 | |
| Accelerant Endoscopy | 2801 South Valleyjo St | | | Englewood | CO | 80110 | |
| Accent Optical Technologies | 131 NW Hawthorne Ste 207 | | | Bend | OR | 97701 | |
| Accentura Sals | 118 Ave De France | | | Paris Cedex 13 | | | France |
| Access | 23373 Commerce Dr | Ste A2 | | Farmington Hills | MI | 48335 | |
| Access Audio Lyt Ltd | 78 B2 Church St | | | Farmington Hills | MI | 48335 | |
| Access Electronics Dr Mexico | Carretera Internacional Guadala | Nogales Km 2 No 1863 Col Parqu | | Manchester | UK | 05K10-1JN | United Kingdom |
| Access Electronics Inc | 4180 Grove Ave | | | Empire | IL | 60031 | |
| Access One Technology Group | 23373 Commerce Dr | Ste A2 | | Farmington Hills | MI | 48335 | |
| Access One Technology Group | Lt | 23373 Commerce Dr Ste A2 | | Houston | TX | 77042 | |
| Accountemps | 10370 Richmond Ave 100 | | | Ontario | CA | 91761 | |
| Aeraply Inc | 4083 E Airport Rd | | | Irvine | CA | 92614 | |
| Aero Gaslet | 17366 Dainier | | | Tulsa | OK | 74101-9033 | |
| ActionWedge | PO Box 9033 | | | Nurridge | IL | 80634 | |
| Azu Cut Diamond Tool Co Inc | 4238 40 N Sayre | | | Stevensville | MD | 49127 | |
| Azu Die & Mold Inc | 1473 Red Arrow Hwy | Rmt Add Chg 9 00 Ltr Tsk | | Kent | OH | 44240 | |
| Azu Grind Inc | 4430 Crystal Pkwy | | | Dayton | OH | 28625 | |
| Azzuma Corp | 133 Fawley Rd | Rmt Chg Per Ltr 1002 Cn | | Statenville | NC | 46414 | |
| Azzurro Products | 2551 Thunderhawk Ct | | | Dayton | OH | 46414 | |
| Azzurro Cardillo Tool Co Inc | 5655 N Winstonsail Ave | | | Saginaw | MI | 48604-1237 | |
| Azzurro Castings Inc | 9168 Industries | | | La Porte | IN | 46350-2546 | |
| Azzurro Fast & Quick Mfg Co | 3239 S 51st Ave | 1118 Koondler Dr | | Cleco | IL | 60650 | |
| Accurate Products Inc | 4645 N Ravenwood Ave | | | Chicago | IL | 60640-4684 | |
| Accurate Technologies Inc | 47180 Casler Dr | | | Waconia | MI | 48393 | |
| Accurate Technologies Inc | 47180 Casler Dr | | | Waconia | MI | 48393 | |
| Accurate Threaded Fasteners In | Ad | 28625 Southfield Rd Ste 208 | | Southfield | MI | 48075 | |
| Accurate Wire Harness | 300 Conover Dr | Add Chg Per Ltr 1202 Cn | | Franklin | OH | 43005 | |
| Acculac Inc | 1201 East 85th Pl | | | Minneapolis | IN | 73-65 | |
| Ace American Insurance Company | Duane Morris LLP | 30 S 17th St | | Philadelphia | PA | 19103-4185 | |
| Ace American Insurance Company | 525 West Monroe | Ste 400 | | Chicago | IL | 60661 | |
| Ace Asphalt & Paving Co Inc | 115 S Averill Ave | | | Flint | MI | 48505 | |
| Ace Bolt & Screw Co | 1945 International Blvd | | | Brownsville | TX | 78521 | |
| Ace Bolt & Screw Co | 550 Julianne St | | | Jackson | MS | 39201-8427 | |
| Ace Forwarding | 2291 Uvalde 18 | | | McAllen | TX | 78503 | |
| Ace Hardware | 8259 County Rd 13 | | | Firststone | CO | 80504 | |
| Ace Packaging Systems Inc | PO Box 720 | | | Montee | MI | 48161 | |
| Ace Packaging Systems Inc | 17950 Dixie Toledo Rd Ste 300 | | | Wyandotte | MI | 48182 | |
| Ace Packaging Systems Inc | 7885 N Telegraph Rd | | | Montee | MI | 48166-9425 | |
| Ace Paper Products Inc | PO Box 720 | | | Montee | MI | 48161-0720 | |
| Ace Radiator Inc | 2319 W Collisum Blvd | | | Fort Wayne | IN | 46808-3643 | |
| Ace Wire Spring & Form | 1105 Thompson Ave | | | McKeesaw Rocks | PA | 15138 | |
| Ace Direct Inc | 16416 Haverhill Rd | | | McComb | MI | 48044 | |
| Ace Transformacion De Polimeros Sa | Guaymbl 624 Nava 2 | | | Queretaro | MX | 48044 | Mexico |
| Aci | 11345 Leverage Rd | | | Elyria | OH | 76118 | |
| Aci Services Ltd | 1550 Abneri St | Add Chg 0122704 Am | | Vancouver | BC | 44035 | Canada |
| Acmo Cardale Die Co Inc | 6202 E Escalante Dr | | | Westland | MI | V6G 1A5 | |
| Acmo Diecast | 4724 Bulkeley Pike No | | | Knoxville | TN | 48185-1933 | |
| Acmo Dock Specialists Inc | 3030 Gilman Rd | | | Knoxville | TN | 37914-3299 | |
| Acmo Washnet Co Inc | 2000 Airport Rd | | | Knoxville | MI | 64108 | |
| Acmo Machine Automatics Inc | PO Box 373 | Rmt Add Chg 6 00 Ltr Tsk | | Waukegan | WI | 53187 | |
| Acmo Mills Co Inc | 2685 Airport Rd | | | Offshore | OH | 45876 | |
| Acmo Sprally Wound Paper | Products Inc Add Chg 4 99 | | | South Texas | MI | 89008 | |
| Acmo Stamping & Wire Forming | Co | 4810 West 139th St | | Cleveland | OH | 44135 | |
| Acmos Inc | 1327 Ashton Rd | 201 Corlis | | Pittsburgh | PA | 15222 | |
| Acmos Inc | 1407 York Rd Ste 305 | | | Harvor | MO | 21076 | |
| Acm 267 276 650 Pty Ltd | PO Box 142 | | | Lutwille Timon | MD | 21093-5064 | |
| Acoplast | 6850 Middlebelt | | | Edwardstown | MI | 06039 | |
| Acoplast Industria Comercio | 456 Coln Cr Ste 1 | | | Ronulus | MI | 48174 | |
| Acord Inc | 2711 Product Dr | | | Ann Arbor | MI | 48103 | |
| Acorn Ridge Group | 22441 Bigler Rd | | | Rochester Hills | MI | 48308 | |
| Acorn Technology Corp | 23103 Miles Rd | | | Lecrosse | IN | 46348 | |
| Acoustical Systems Eng Inc | PO Box 146 | | | Cleveland | OH | 44128 | |
| Acoustical Corp | 3900 Empire Rd | | | Vandella | OH | 45377 | |
| Acquia Usa | 243 Cromwell Hill Rd | | | Kansas City | MO | 64120 | |
| Acra Inc | 2525 Aero Pk Dr | | | Monroe | NY | 10950 | |
| | | | | Traverse City | MI | 49866 | |

FFF - Exeutory Contracts and Unexpired Leases 071209

FFF - Executory Contracts and Unexpired Leases 071208

FFF - Executory Contracts and Unexpired Leases 071209

FFF - Executory Contracts and Unexpired Leases 07/20/08

FFF - Executory Contracts and Unexpired Leases 071209

Delphi Corporation
Executive Contracts and Unexpired Leases

| CREDITORS NAME | CREDITORS NOTICENAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|--------------------------------|----------------------|-------------------------------------|----------|----------|-------------------|-------|------------|----------------|
| Heltek Company Ltd | | 31088 San Clemente St | | | Hayward | CA | 94544 | |
| Hella Electronics Corp | | 1101 Vincennes | | | Fibra | IL | 62839 | |
| Hella Fahrzeugkomponenten GmbH | | Dortmunder Str 5 | | | Bremen | | 28199 | Germany |
| Hella Inc | | 201 Kelly Dr | | | Peachtree City | GA | 30289 | |
| Hella Inc | | 201 Kelly Dr | | | Peachtree City | GA | 30214-1142 | |
| Hella Innenleuchten Systeme | | Gmbh | | | | | | Germany |
| Hella Kg | | Hueck & Co | | | | | | Germany |
| Heller R A Company | | 10530 Chester Rd | | | Cincinnati | OH | 45215-1204 | |
| Hellermann Tyton Corporation | | Nimmit Chg 202 Cp | | | Millwaukee | WI | 53224 | |
| Hellermann Tyton GmbH | | Hellermann Tyton | | | Tomesch | | 25438 | Germany |
| Hellermann Tyton GmbH | | Hellermann Tyton GmbH | | | Tomesch | | D-26438 | Germany |
| Hellermann Tyton Corp | | 1250 Greendale Pky | | | Naples | FL | 34108-1939 | |
| Helm Instrument Co Inc | | 361 W Dussel Dr | | | Maumee | OH | 43537-1686 | |
| Helm Westley D | | 104 Wymard Pointe Dr | | | Salem | SC | 29676-4635 | |
| Helsia W | | 12480 Quivira Rd | | | Overland Pk | KS | 66213 | |
| Hemphill Spring Co | | 4220 E Washington Blvd | | | Los Angeles | CA | 90023-4489 | |
| Henry A | | 157 High St Apt 3 | | | Lockport | NY | 14084 | |
| Henderson Associates Inc | | 341 Rte 101 | | | Bedford | NH | 03110-5120 | |
| Henderson C | | PO Box 642 Cassel Rd | | | Vandalia | OH | 45377 | |
| Henderson II R | | PO Box 642 | | | Vandalia | OH | 45377-0642 | |
| Hendrick Motorsports | | 4400 Papa Joe Hendrick Blvd | | | Charlotte | NC | 28262 | |
| Hendrickson David M | | 1012 Nottingham Ln | | | Charlotte | NC | 28262 | |
| Hendrikus Vandenberg | | 423 Springview St Sw | | | Kokomo | IN | 46902-9551 | |
| Hentel Chemical Management | | 11 Vantage Way Ste C 200 | | | Decatur | AL | 35601 | |
| Hentel Corp | | Hentel Surface Technologies | | | Nashville | TN | 37228 | |
| Hentel Locite Adhesives Ltd | | Hentel Locite | | | Madison Heights | MI | 48071 | |
| Hentel Locite Corp | | Walchhead Welwyn Garden City | | | Olean | NY | 14760-1211 | |
| Hentel Locite Corp | | Dexter Electronics Materials D | | | Herfordshire | | AL7 1JB | United Kingdom |
| Hennman Engineering & Machine | | 1001 Trout Brook Crossing | | | City Of Industry | CA | 91746-3302 | |
| Henningsen Diesel Ltd | | Inc | | | Rocky Hill | CT | 06067 | |
| Hennickson & Company Inc | | 3301 W M Pleasant Blvd | | | Muncie | IN | 47302 | |
| Hennietta Building Supplies | | 1106 Webbwood Dr | | | Sudbury | ON | P3C 3B7 | Canada |
| Henrob Corp | | 1070 W Ardmore Ave | | | Itasca | IL | 60143-1304 | |
| Henry Binson | | 1 Riverdon Way | | | West Henrietta | NY | 14586 | |
| Henry Callaway | | 22855 Heslip | | | Novi | MI | 48375 | |
| Henry Schlein Inc | | 2217 Macdenn Ave | | | Niagara Falls | NY | 14303-0302 | |
| Henry Sullivan | | 3022 Veterans Memorial Pkwy | | | Tuscaloosa | AL | 35404 | |
| Henze Stamping & Mfg Co Et | | 8421 Wallea Court | | | Melville | NY | 11747 | |
| Hepco Inc | | 31650 Stephenson Hwy | | | Grand Blanc | MI | 48439-8586 | |
| Heraeus Cermatloy Inc | | 150 San Lazaro | | | Madison Hts | MI | 48071 | |
| Heraeus Chemicals Sa Pty | | 24 Union Hill Rd | | | Sunnyvale | CA | 94086-5209 | |
| Heraeus Inc | | PO Box 1987 | | | West Conshohocken | PA | 19428 | |
| Heraeus Metals Ltd | | Circuit Materials | | | Port Elizabeth | | 06000 | South Africa |
| Heraeus Metals Processing Inc | | Unit A Cinderhill Industrial Estate | | | West Conshohocken | PA | 19428 | |
| Hercules Incorporated | | 13429 Alondra Blvd | | | Stanfordville | CA | 95070 | |
| Hert Jones Inc | | Aquilon Division | | | Santa Fe | CA | 95070 | |
| Heritage Crystal Clean | | PO Box 846046 | | | Winnington | DE | 19894-0001 | |
| Heritage Environmental Service | | 567 Leacrest Pl W | | | Dallas | TX | 75284-8046 | |
| Herk International Inc | | PO Box 68123 | | | Westerville | OH | 43081 | |
| Herk International Inc | | 7801 W Morris St | | | Indianapolis | IN | 46268 | |
| Herman & Co Inc | | 12975 Southwest 132nd St | | | Indianapolis | IN | 46231 | |
| Herman Chang | | 1100 E Mayland St | | | Miami | FL | 33186 | |
| Hernandez Marquez Armando | | PO Box 8024 Mc48 chn009 | | | Miami | FL | 33186-6283 | |
| Herr Industrial Metals | | Diano Y Manufactura Industria | | | Indianapolis | IN | 46202 | |
| Herr Voss Corporation | | 3498 Burton Dr | | | Plymouth | MI | 48170 | |
| Herron William R | | Main St | | | Cludad Juarez | TX | 78521-3947 | Mexico |
| Herrera S | | 4583 Dartmouth Dr | | | Brownsville | TX | 78521-3947 | |
| Hertz Equipment Rental | | 1905 Oak Lock Tree | | | Gallery | PA | 16024 | |
| Hertz Equipment Rental Corp | | 148 Holyoke St Apt 8 | | | Saginaw | MI | 48603-6212 | |
| Hertz Equipment Rental Corp | | 28300 Goodard Rd | | | Norcross | GA | 30093-5724 | |
| Hertz Equipment Rental Corp | | 4099 Dolan Dr | | | Rochester | NY | 14615 | |
| Hertz Equipment Rental Corp | | 29125 Smith Rd | | | Romulus | MI | 48164-2606 | |
| Hertz Equipment Rental Corp | | 1895 S High St | | | Flint | MI | 48504 | |
| Hertz Equipment Rental Corp | | PO Box 25390 | | | Romulus | MI | 48174-2232 | |
| Hertzog Automation Corp | | PO Box 74579 | | | Columbus | OH | 43207 | |
| Hisco Pars Corp | | 1438 E Galbraith Rd | | | Cincinnati | OH | 45215 | |
| | | 990 S 9th St | | | Oklaoma City | OK | 73126 | |
| | | | | | Cleveland | OH | 44194-0662 | |
| | | | | | Louisville | KY | 40201 | |

FFF - Executory Contracts and Unexpired Leases 071209

| CREDITORMNAME | CREDITORNOTICENAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|--|-----------------------|--------------------------------|--------------------------------|----------|--------------------|-------|------------|----------------|
| Ltc Roll & Engineering Co | | 23500 John Gorsuch Dr | | | Clinton Township | MI | 48036 | |
| Lts Inc | | 3225 Hwy 31 S | | | Decatur | AL | 35603 | |
| Ltx Corp | | Western Region | 3970 N First St | | San Jose | CA | 95134 | |
| Lu Zhang | | Ltx Pk At University Ave | | | Westwood | MA | 02090 | |
| Lucas Aftermarket & Lucas Ltd | | 5402 Lochmere Dr | | | Carmel | IN | 46033 | |
| Lucas Milhaupt Inc | | 46 Pk St | | | London | WI | 53110-245 | United Kingdom |
| Lucas Milhaupt Inc | | 5666 S Pennsylvania Ave | | | Cudahy | WI | 53110-2453 | |
| Lucas R | | 5666 S Pennsylvania Ave | | | Cudahy | WI | 53110-2453 | |
| Lucas Tvs Diesel Systems Ltd | | PO Box 391 | | | Franklin | OH | 45005 | |
| Luce Rubio | | No 6 Patillos Rd | | | Chennai 600 002 | | | India |
| Lucent Technologies Inc | | 7281 Luz De Ciudad | | | El Paso | TX | 79912 | |
| Lucent Technologies Inc Assigned To Fitel Usa Corp | | 600 Mountain Ave | | | Murray Hill | NJ | 07974 | |
| Lucent Technologies Inc Intellectual Property Business | Tom Twomey | 600 Mountain Ave | | | Murray Hill | NJ | 07974 | |
| Luck Marr Plastics Inc | | 14645 Northwest 77th Ave | Ste 105 | | Miami Lakes | FL | 33014 | |
| Luck Marr Plastics Inc | Marco Pierobon | 35735 Stanley Dr | | | Sterling Heights | MI | 48312 | |
| Luckett P | | 35735 Stanley Dr | | | Sterling Heights | MI | 48312-2661 | |
| Luckett T | | 2225n Buffum St | | | Milwaukee | WI | 53212-3327 | |
| Luckman James E | | 2117 Castle Ln | | | Flint | MI | 48504 | |
| Luis Felipe Velasquez Hermende | | 12629 Treaty Line St | | | Carmel | IN | 46032-7234 | |
| Luk Do Brasil Embreagens Lids | | Aries Maquinados Industrial | | | Celaya Guanajuato | | | Mexico |
| Luke & Singer Parry Ltd | | Fundicao Luk | Av El Sauz No 502 | | Mogi Mirim | MI | 13803-070 | |
| Lum Equipment | | 20210 E 9 Mile Rd | Rua Dr Jose Fabiano De C Gurja | | Saint Clair Shores | MI | 48080-1791 | |
| Lumbee Enterprises Inc | | 23214 Glover St | | | Shady Point | OK | 74956 | |
| Lumbee Enterprises Inc | Becky Swarts | 415 Axminster | | | Fenton | MO | 63026 | |
| Lumbee Enterprises Inc | | 7800 Nineteen Mile | | | Sterling Heights | MI | 48314 | |
| Lumco Manufacturing Co | | 415 Axminster | Add Chg 02/03 Mh | | Fenton | MO | 63026 | |
| Lumex Inc | | 2027 Mitchell Lake Rd | | | Attica | MI | 48412 | |
| Luminous Group | Tres Olivera Ext 1535 | 290 E Helen Rd | | | Palatine | IL | 60067 | |
| Lunal | | 31700 Thirteen Mile Rd Ste 200 | Ad Chg Per Letter 02/18/04 Am | | Farmington Hills | MI | 48334 | |
| Lunal C/o Wetzel Inc | | C/o Wetzel Inc | 5001 Enterprise Dr | | Warren | OH | 44481-8705 | |
| Lunal Inc | John Kalogerou | 5001 Enterprise Dr | 49 W Federal St | | Niles | OH | 44448 | |
| Lundberg Denys | Attn Howard S Sher | C/o Warren Screw Machine | 2301 W Big Beaver Rd Ste 777 | | Troy | MI | 48084 | |
| Lundberg Edward | Attn Howard S Sher | Jacob & Weingarten P C | 2301 W Big Beaver Rd Ste 777 | | Troy | MI | 48084 | |
| Lunkomex Sa De Cv | | Resurreccion Sur No 6 | Industrial Resurreccion | | Puebla | MI | 72920 | Mexico |
| Lupini Tarighe | | 816 E 4th St | | | Royal Oak | MI | 48067 | |
| Lupini Tarighe S R L | | C/o Kennar Corp | 17515 W 9 Mile Rd Ste 875 | | Southfield | MI | 48075 | |
| Lutz Sales Inc | | 24040 Pognano Bg | Via Delle Gere | | Hanover Pk | IL | 60103-5463 | Italy |
| Lvi Environmental Services Inc | Kathy Potts Ext 212 | 4675 Turnberry Dr | | | Rochester | NY | 14624 | |
| Lyall Technologies Inc | | 120 Elmgrove Pk | Ad Ch 10/10/03 Am | | Osceola | IA | 50213 | |
| Lydall Central Inc | | 3330 W McLane Hwy 34 W | | | Troy | MI | 48083 | |
| Lydall Thermal/acoustical Inc | | Lydall Westex | 1391 Wheaton Ste 700 | | Hamptonville | NC | 27020 | |
| Lykes Lines | | Thermal Acoustical Group | 1241 Buck Shoals Rd | | Atlanta | GA | 31193 | |
| Lyman Agencies Ltd | | PO Box 930681 | | | Burnaby | BC | V5C 4E7 | Canada |
| Lynch Metals Inc | | 3785 Myrtle St 202 | Hld Td Confirmation | | Union | NJ | 07083 | |
| Lynch T | | 1075 Lousons Rd | | | So Milwaukee | WI | 53172-2937 | |
| Lynchesky L | | 1801w Manitowoc Ave | | | Carthage | TX | 75633 | |
| Lynn Eady | | 921 W Holland St | | | Rochester Hills | MI | 48306 | |
| Lynn Whitsett Corporation | | 879 Peach Blossom Ln | | | Memphis | TN | 38181-0280 | |
| Lynne Work | | 4126 Delp St | | | Clarkston | MI | 48346 | |
| Lyon Manufacturing Inc | | 6145 Windstone Ln | | | Livonia | MI | 48150 | |
| M & D Distributors | Mark Morris | 13017 Newburgh | | | San Angelo | TX | 76903 | |
| M & D Distributors | | 827 N Bell | PO Box 9488 | | Houston | TX | 77011 | |
| M & D Distributors | | 6831 Navigation Blvd | | | Houston | TX | 77091 | |
| M & D Distributors | | 6804 N Shephard | | | Laredo | TX | 78045 | |
| M & D Distributors | | 213 Flecha Ln | | | San Antonio | TX | 78219-3194 | |
| M & D Distributors | | 1002 Paulsun St | | | Dallas | TX | 75247 | |
| M & G Indl Prod Research | | 4828 Calvert St | | | Brownsville | TX | 78521 | |
| M & H Electric Fabricators Eft | | 400 Paredes Line Rd Ste 2 | | | Santa Fe Springs | CA | 90670 | |
| M & N Plastics Inc | | Inc | 13537 Alondra Blvd | | Sterling Hgths | MI | 48078 | |
| M & Q Plastic Products | | 6450 Dobry | | | El Paso | TX | 79906 | |
| M & R Industrial Services Ltd | | El Paso Div | 26 Spur Dr | | London | ON | N6L 1B3 | Canada |
| M & R Trailer Rental Lic | | 4099 Breck Ave Westminster | | | Kawakwin | MI | 48631 | |
| M & S Manufacturing Co | | 1754 Chip Rd | | | Hudson | MI | 49247 | |
| M & S Spring Co Inc | | 550 E Main St | | | Fraser | MI | 48026-3435 | |
| | | 34137 Doreka Dr | | | | | | |

Dolph Corporation
Executive Contracts and Unexpired Leases

| CREDITORM/NAME | CREDITORT/NAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|------------------------------------|------------------------------------|--------------------------------|-------------------------------|--------------|-------------------|-------|------------|-------------|
| Magna Machine & Tool Co Inc | Magna Machine & Tool Co Inc | 6151 Bancroft Ave Ste | | | Alb | MI | 48302-9869 | |
| Magna Tech Manufacturing Corp | Magna Tech Manufacturing Corp | 3416 S Ford Ave | | | New Castle | IN | 47352 | |
| Magnacharge Battery Corp | Magnacharge Battery Corp | 1278 Davenport Way | Canada | | Maraca | IN | 47302-2081 | Canada |
| Magnaco Metal Inc | Magnaco Metal Inc | 4600 Parguera Ct | | | New Westminster | BC | V3M 5V9 | |
| Magnamont Corp | Magnamont Corp | 10000 11th St | | | Chicago | IL | 60634 | |
| Magnamont International Inc | Magnamont International Inc | 9778 Crosspoint Blvd Ste 100 | 8224 Ransom Rd | | San Diego | CA | 92111 | |
| Magnesium Aluminum Corp | Magnesium Aluminum Corp | 3428 Service Rd | | | Indianapolis | IN | 46286 | |
| Magnesium Aluminum Corp | Magnesium Aluminum Corp | 42717 Woodward Ave | | | Bloomfield Hills | OH | 44111 | |
| Magnesium Elctron Inc | Magnesium Elctron Inc | 3428 Service Rd | | | Cleveland | OH | 44111 | |
| Magnesium Products Of America | Magnesium Products Of America | PO Box 8600 2480 | | | Pheladelphia | PA | 19178-2480 | |
| Magnetti Marcell North America Inc | Magnetti Marcell North America Inc | 2001 Industrial Dr | | | Edison Rapids | MI | 48827 | |
| Magneti Analysis Corp | Magneti Analysis Corp | 10388 Airport Pky | | | Kingsport | TN | 37663 | |
| Magnetic Instrumentation Inc | Magnetic Instrumentation Inc | 2101 Nash St | | | Sanford | NC | 27330-9760 | |
| Magnetic Springs Water Co | Magnetic Springs Water Co | 535 S 4th Ave | | | MI Vernon | NY | 10550 | |
| Magnolia | Magnolia | 8431 Castlewood Dr | | | Indianapolis | IN | 46260 | |
| Magnor International Inc | Magnor International Inc | 1917 Joyce Ave | | | Columbus | OH | 43219 | |
| Magnoli Industries Inc | Magnoli Industries Inc | 300 Red School Ln | | | Phillipsburg | NJ | 08865 | |
| Magnode Corp | Magnode Corp | 6300 Belmont Rd | Upld Per Ltr 07/14/05 G | | Downers Grove | IL | 60515-4489 | |
| Magnolia Label Co Inc | Magnolia Label Co Inc | 2771 Hammond | | | Detroit | MI | 48209 | |
| Magnolia Tool & Manufacturing | Magnolia Tool & Manufacturing | 400 E State St | | | Trenton | OH | 45067-1649 | |
| Magnoli Corp | Magnoli Corp | 1014 Mecher Rd | | | Jackson | MS | 39212 | |
| Magnoli Corp | Magnoli Corp | 111 E State St | | | Ridgeland | MS | 39157 | |
| Magnoli Corp | Magnoli Corp | 3815 Jemett Way Bldg B 220 | | | Austin | TX | 78728 | |
| Magnoli Corp | Magnoli Corp | 1223 Peoples Ave | | | Troy | NY | 12180 | |
| Magnoli Corp | Magnoli Corp | 5214 Kingston | | | Wichita Falls | TX | 76310 | |
| Magnoli Corp | Magnoli Corp | 112 Williams St | | | Saginaw | MI | 48605 | |
| Magnoli Corp | Magnoli Corp | 1304 McVire St | | | Saginaw | MI | 48602-1441 | |
| Magnoli Corp | Magnoli Corp | Prater St | | | Ann Arbor | MI | 48105-2409 | |
| Magnoli Corp | Magnoli Corp | Industrial Ave 10 | Ch 2645 Salsrech | | Stullport | | 70376 | Germany |
| Magnoli Corp | Magnoli Corp | 608 Stonerbrook Trail | | | Holly | NY | 14470 | Switzerland |
| Magnoli Corp | Magnoli Corp | 15065 Rly St Ste 10 | | | Holland | MI | 48424 | |
| Magnoli Corp | Magnoli Corp | 745 Pine St Ste | | | Warren | OH | 44463 | |
| Magnoli Corp | Magnoli Corp | Finly Main Fenwood Corp | 1139 Eddy St | 1144 Eddy St | Providence | RI | 02905-4509 | |
| Magnoli Corp | Magnoli Corp | 1435 Williamson Rd Ste B | | | Cincinnati | OH | 45221 | |
| Magnoli Corp | Magnoli Corp | 1144 Eddy St | | | Providence | RI | 02905-4511 | |
| Magnoli Corp | Magnoli Corp | 3075 Shattuck Rd | | | Saginaw | MI | 48605 | |
| Magnoli Corp | Magnoli Corp | 4824 Center Dr | | | Lansing | MI | 48910-7101 | |
| Magnoli Corp | Magnoli Corp | 78 Prospect Ave | | | South Paris | ME | 04281 | |
| Magnoli Corp | Magnoli Corp | PO Box 6024 McArthur 077 | | | Plymouth | MI | 48170 | |
| Magnoli Corp | Magnoli Corp | 7773 N Washington | | | Denver | CO | 80229 | |
| Magnoli Corp | Magnoli Corp | 7014 W Cullen Ave | | | Chicago | IL | 60634 | |
| Magnoli Corp | Magnoli Corp | 653 Rivard St Apt 203 | | | Detroit | MI | 48207-3049 | |
| Magnoli Corp | Magnoli Corp | 201 Pine Ridge Rd | | | Waynesboro | TN | 38485-4533 | |
| Magnoli Corp | Magnoli Corp | Makino Diamond Technologies | | | Auburn Hills | MI | 48326 | |
| Magnoli Corp | Magnoli Corp | 47166 Merlon Cir | 2600 Superior Ct | | Northville | MI | 48167-9644 | |
| Magnoli Corp | Magnoli Corp | 7650 Innovation Way | | | Mason | OH | 45040-3003 | |
| Magnoli Corp | Magnoli Corp | 13740 Research Blvd Ste B 4 | | | Austin | TX | 78760 | |
| Magnoli Corp | Magnoli Corp | 22 Field St | | | Warren | OH | 44484-3932 | |
| Magnoli Corp | Magnoli Corp | 5400 Smith Rd | | | Cranston | RI | 02920-7385 | |
| Magnoli Corp | Magnoli Corp | 550 Commercial Way | | | Cleveland | OH | 44142 | |
| Magnoli Corp | Magnoli Corp | 206 Cedar St | | | Livemore | CA | 94550 | |
| Magnoli Corp | Magnoli Corp | 10363 Van Vleet Rd | | | Priorville | AL | 35603 | |
| Magnoli Corp | Magnoli Corp | 10890 Mercer Pike | | | Gaines | MI | 48436 | |
| Magnoli Corp | Magnoli Corp | 10 Southville Rd | | | Meashville | PA | 16336 | |
| Magnoli Corp | Magnoli Corp | 3942 Mopet Rd | Rm Chy Per Ltr 04/09/04 Am | | Southborough | MA | 01772 | |
| Magnoli Corp | Magnoli Corp | No 286 Chung San Rd | | | Colindale | AL | 35463 | |
| Magnoli Corp | Magnoli Corp | 531 Buffalo Ave | | | Kuan Miao Tahan | NY | 14303 | China |
| Magnoli Corp | Magnoli Corp | 14135 Olca Rd | | | Nagare Falls | MI | 48826-8654 | |
| Magnoli Corp | Magnoli Corp | 24400 Northwestern Hwy Ste 204 | | | Hamlock | MI | 48075 | |
| Magnoli Corp | Magnoli Corp | Maradona Group Inc The | | | Southfield | MI | 48069 | |
| Magnoli Corp | Magnoli Corp | 1001 S Main St | 9855 S Front St | | Marcelona | MI | 48859 | |
| Magnoli Corp | Magnoli Corp | 1001 S Main St | 1300 Fairlane Rd Dock 21 & 22 | | Jackson | MI | 48203 | |
| Magnoli Corp | Magnoli Corp | 11011 Brockton Dr Ste 120 | | | North Manchester | IN | 46982-1423 | |
| Magnoli Corp | Magnoli Corp | 45901 S Mile Rd | | | Houston | TX | 77099 | |
| Magnoli Corp | Magnoli Corp | Jay Pedro Cardenas | | | Plymouth Township | MI | 48170 | Mexico |

FFF - Exeutory Contracts and Unexpired Leases 07/12/09 12/28/2007 11:05 AM

Delphi Corporation
Executory Contracts and Unexpired Leases

| CREDITORSNAME | CREDITORTITLE/NAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|--|--------------------|--------------------------------|-----------------------------|--------------------|----------------------|-------|------------|----------------|
| Panatek Inc | | 2358 Hassell Rd Ste E | Hoffman Estates IL 60195 | | Hoffman Estates | IL | 60195 | |
| Parkin International Ltd | Jayson D Parkin | 1033 Bedford Rd | | | Grosse Pointe Pk | MI | 48230 | |
| Pannan Imaging | | 18531 South Miles Road | | | Cleveland | OH | 44128 | |
| Panther II | Luke Robinson | PO Box 773 114 Nrr | | | Medina | OH | 44266 | |
| Paprocki Jeffrey | | 4265 Emu Dr | | | Pickney | MI | 48169 | |
| Par Foam Products | | C/O Automotive Sales Group Inc | 550 Stephenson Hwy Ste 401 | | Troy | MI | 48063 | |
| Par Industries Inc | | 239 Van Rensselaer St | | | Buffalo | NY | 14210 | |
| Par Industries Inc | | Availing Bank Verification | PO Box 403 9/07/04 Am | | Medina | OH | 44266 | |
| Par Industries Inc | | 5638 Old Saunders Settlement R | | | Lockport | NY | 14094 | |
| Par Tech Inc | | 500 Commerce Dr | | | Amherst | NY | 14228 | |
| Parachute Packaging Company | | 794 Industrial Ct Ste B | | | Bloomfield Hills | MI | 48302-9853 | |
| Paradigm Sintered Products Eit | Ralph Reed | 26533 Danti Court | | | Hayward | CA | 94545 | |
| Paradigm Inc | | Inc | 201 Fritz Keiper Blvd | | Battle Creek | MI | 49015 | |
| Paragon Atlantic | | 55 Hopkinton Rd | | | Westborough | MA | 01581 | |
| Paragon Group Uk Ltd | | 2129 Chr Pk Dr | | | Charlotte | NC | 28217 | |
| Paragon Group Uk Ltd | | Paragon Gpn | Park Rd | | Castleford West York | | 0WF10-4RR | United Kingdom |
| Paragon Group Uk Ltd | | Park Rd | | | Castleford West York | | 0WF10-4RR | United Kingdom |
| Paragon Identification | | Les Aubepins | | | Yorksire | | 18410 | France |
| Paragon Industries Inc | | 1234 Albert St | | | Youngstown | OH | 44505-2878 | |
| Paragon Laboratories Inc | | 12649 Richfield Ct | | | Livonia | MI | 48150 | |
| Parametric Technology Corp | | 140 Kendrick St | | | Needham | MA | 02484-2714 | |
| Paramount Health Care | Holly Verhoff | 1901 Indian Wood Circle | | | Mannec | OH | 45537-4068 | |
| Paramount Health Care | | PO Box 9566 | | | Cleveland | OH | 44101-8500 | |
| Park Boom | | 3 Raimore Island | Apt 3 | | Tonawanda | NY | 14150 | |
| Park Enterprises | | 226 Jay St | | | Rochester | NY | 14608 | |
| Park Enterprises Inc | | 27 Production Dr | | | Dover | NH | 03820-9817 | |
| Park Nameplate Co Inc | | 7000 Denison Ave | | | Cleveland | OH | 44102 | |
| Park Ohio Products Inc | | 3096 Shenk Rd | Apt C | | Sanborn | NY | 14132 | |
| Park Younglo | | 14661 S Harrells Ferry Rd | | | Balon Rouge | LA | 70816 | Mexico |
| Parker & Associates Inc | | Calle Segunda Oriente 101 | Parque Industrial Monterrey | Apodaca Nuevo Leon | | | | |
| Parker Automotive De Mexico | | 4050 Ridge Lea Rd | | | Amherst | NY | 14228 | |
| Parker Bay Engineering | | Fmby Pter Hannifin Corp | | | Sparksburg | SC | 29502 | |
| Parker Engineered Seals | | 255 Augusts Rd | 3025 West Croft Circle | | Onilla | ON | L3V 2M2 | Canada |
| Parker Hannifin Canada Inc | | 117 Corstie Ave 2 | | | Concord | ON | L4K 4Y2 | Canada |
| Parker Hannifin Corp | | 301 Pter Industrial Dr | | | Trumann | AR | 72472 | |
| Parker Hannifin Corp | | Parker Sealco Seal Div | 7664 Panasonic Way | | San Diego | CA | 92154-9206 | |
| Parker Hannifin Corp | | 7845 Collection Ctr Dr | | | Chicago | IL | 60693 | |
| Parker Hannifin Corp | | 7828 Collection Cntr Dr | | | Chicago | IL | 60693 | |
| Parker Hannifin Corp | | Engineered Polymer Systems Div | 2565 Nw Pkwy | | Elgin | IL | 60123-7870 | |
| Parker Hannifin Corp | | Parker Powertrain Div | 703 E Kercher Rd | | Goshen | IN | 46526 | |
| Parker Hannifin Corp | | Parker Engineered Seals Div | 501 S Sycamore St | | Syracuse | IN | 46567-1529 | |
| Parker Hannifin Corp | | 103 Lewis St | | | Berea | KY | 40403 | |
| Parker Hannifin Corp | | Parker Seal Co | 2360 Palumbo Dr | | Lexington | KY | 40509-1048 | |
| Parker Hannifin Corp | | Parker Chromics Div | 77 Dragon Court | | Woburn | MA | 01888 | |
| Parker Hannifin Corp | | Nichols Portland | 2400 Congress St | | Portland | ME | 04102-0603 | |
| Parker Hannifin Corp | | 651 Robbins | | | Troy | MI | 48063 | |
| Parker Hannifin Corp | | Automotive Connectors Div | PO Box 1800 | | Troy | MI | 48098-1800 | |
| Parker Hannifin Corp | | 2101 N Broadway St | | | New Jim | MN | 56073 | |
| Parker Hannifin Corp | | 1000 12th St | | | Snow Hill | NC | 28580 | |
| Parker Hannifin Corp | | Tube Filings Div | 3885 Gateway Blvd | | Gothenburg | NE | 69138 | |
| Parker Hannifin Corp | | Sinclair Collins | 454 Morgan Ave | | Columbus | OH | 43228 | |
| Parker Hannifin Corp | | Parker Thermo Plastics Div | 985 Falls Creek Dr | | Akron | OH | 44311 | |
| Parker Hannifin Corp | | Parker Thermoplastics Div | 985 Falls Creek Dr | | Vandalia | OH | 45377 | |
| Parker Hannifin Corp | | Parker Seal | 3948 Dayton Pk Dr Ste E | | Dayton | OH | 45414 | |
| Parker Hannifin Corp | | Tech Seal Div | 3025 W Croft Cir | | Sparksburg | SC | 29302 | |
| Parker Hannifin Corp | | Parker Seals Div | 104 Hartman Dr | | Lebanon | TN | 37087 | |
| Parker Hannifin Corp | | Brownsville Rubber Div | 1350 Cheers Blvd | | Brownsville | TX | 78523 | |
| Parker Hannifin Corp | | Parker Seals Powertrain Div | 3700 Mayflower Dr | | Lynchburg | VA | 24501-5023 | |
| Divisions Engineered Seals Automotive Connectors | | 6035 Parkland Blvd | | | Cleveland | OH | 44124 | |
| Parker Hannifin Corporation | | 19 Gloria Ln | | | Fairfield | NJ | 07004 | |
| Parker Hannifin Corporation | | 1650 Sycamore Ave | | | Bohemia | NY | 11716-1731 | |
| Parker R | | 7228 Hillmont Rd | | | New Albany | OH | 43054 | |
| Parker Rust Proof Of Cleveland | | 1688 Arabella Rd | | | Cleveland | OH | 44112 | Mexico |
| Parker Seal De Mexico Sa | | Rio Lerma 221 Tlalnepantla | Cp 54030 Estado De Mexico | | | | | |

Delphi Corporation
Excluded Contracts and Unexpired Leases

| CREDITOR NAME | CREDITOR NOTICENAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|-----------------------------------|---------------------|--------------------------------|----------|----------|------------------|-------|------------|----------------|
| Pascheboulder Valley Pest C | Sweeney, Teresa | 821 Innovation Circle A | | | Windsor | CO | 80560 | |
| Peter Alwang | | 111 W Pine St Apt 2 | | | Flagstaff | GA | 31750 | |
| Peter H Janak | | 6835 Barber | | | Metamora | MI | 48455-8218 | |
| Peter Herman | | 24b Morland Trnd Est | | | Glaucaster | MI | 48152 | United Kingdom |
| Peter Van Wordragen | | PO Box 8024 Mc481rhw077 | | | Plymouth | MI | 48170-8024 | |
| Peters Dry Cleaning | | 315 Wilcox St | | | Leckport | NY | 14894 | |
| Peters Hair Trailing Inc | | c/o PO Box 460 | | | Leckport | NY | 14894 | |
| Peters Mfg Co Inc | | 215 Poca St | | | Marshall | PA | 16535 | |
| Peterson American Corp | | 214 Sherman St | | | Vassar | MI | 39768 | |
| Peterson American Corp | | Brandon Spring Georgia Plant | | | Atlanta | GA | 30613 | |
| Peterson American Corp | | 21280 Telegraph Rd | | | Southfield | MI | 48034 | |
| Peterson American Corp | | Peterson Spring Div | | | Madison Heights | MI | 48071 | |
| Peterson American Corp | | Peterson Spring China | | | Three Rivers | MI | 48093-9822 | |
| Peterson Jenny M | | 14147 Thorau Ridge | | | Berri | MI | 48377 | |
| Peterson Mfg Co Est | | 155 Calhoun Rd | | | Sarasota | FL | 34235 | |
| Peterson Tool Company Inc | | 738 Pashers Ln | | | Atlanta | GA | 30613 | |
| Petra Industries Inc | | 2101 S Kelly Ave | | | Southfield | MI | 48034 | |
| Petroleum Uk Ltd | | Hernt Chemical Works Moor Ln | | | Madison Heights | MI | 48071 | |
| Petty Machine Works | | Remt Ctg 11 18 89 Kw | | | Three Rivers | MI | 48093-9822 | |
| Petty Machine Works Inc | | PO Box 248 | | | Lancaster | OK | 73013-3686 | |
| Pettus D | | 16 N Seneca Dr | | | Trinity | AL | 35673 | United Kingdom |
| Petugest Japy Industries Sa | | Lea Uskes Sous Roches | | | Deberry | TX | 75639 | |
| Pex N A Ltd | | 100 Hart St | | | Vandalia | FL | 32578 | |
| Planenschwarz GmbH | | Nordstr 12 | | | Nordheim | FL | 74226 | Germany |
| Plattner Vacuum Inc | | 24 Trafalgar Square | | | Nashua | NH | 03063-1888 | |
| Plattner Vacuum Technology Inc | | 24 Trafalgar Square | | | Nashua | NH | 03063 | |
| Pig De Mados Sa De Cv | | Juan Ruiz De Alarcón 317 | | | Chihuahua | OK | 31109 | Mexico |
| Pia Incorporated | | PO Box 471485 | | | Tulsa | CT | 74147-1485 | |
| Pia Trucking | | Depot 3000px 30000 | | | Hartford | CT | 06150 | |
| Pi Box Co Ltd | | Commercial Baitery Co | | | Chesholwaga | NY | 14227 | |
| Pi Precision Products Corp | | 340 Commerce Way | | | Pembroke | NH | 03226 | |
| Pi Technology Corp | | 48 E Jolly Blvd | | | Dear PK | NY | 11729 | |
| Piack Leo | | PO Box 8024 Mc481rhw019 | | | Plymouth | MI | 48170 | |
| Philips Dodge Corp | | Philips Dodge Magnet Wire Co | | | Fort Wayne | IN | 46803 | |
| Philips Dodge Wire & Cable Tred | | Box 10000 101 Est Autoplate | | | Monterrey | IN | 55550 | Mexico |
| Philips Concorde | | PO Box 11350 | | | Rockstar | NY | 14611 | |
| Philips Fields | | 1640 Northwind Blvd | | | Libertyville | IL | 60048 | |
| Philips International Corp | | Water & Waste Water Equipment | | | Wilmette | OH | 44095 | |
| Philips International Corp | | PO Box 8500 2180 | | | Philadelphia | PA | 19176-2180 | |
| Philips Mixing Solutions | | Orbitron | | | Jackson | MI | 49203 | |
| Philips Inc | | 4604 N Herford Dr | | | Nuncio | IN | 47304 | |
| Philips Boling | | 300 Walnut St | | | Lockport | NY | 14094 | |
| Philips Hopt | | 3807 Fernwood Court | | | Caydon | OH | 45440 | |
| Philips Longbury | | 1600 Greenwood Ave | | | Garard | OH | 45385 | |
| Philips Penn | | 1755 Lower Balbrook Rd | | | Xenia | TX | 76223 | |
| Philips Services Corp | | Chemical Reclamation Service | | | Avon | TX | 77265-3989 | |
| Philips Services Corp | | PO Box 3069 Dept 4 | | | Houston | TX | 77265-3989 | |
| Philips Woodlyan | | 6097 Roger Dr | | | Lockport | NY | 14094 | |
| Philips Electronics North Amer | | 5550 Prairie Stone Pky Ste 150 | | | Hoffman Estates | IL | 60132 | |
| Philips Electronics North Amer | | Philips Semiconductors Inc | | | Kokomo | IN | 46802 | |
| Philips Electronics North Amer | | Philips High Tech Plastics | | | Farmington Hills | MI | 48331 | |
| Philips Electronics North Amer | | Philips Mobile Display Systems | | | Farmington Hills | MI | 48331 | |
| Philips Electronics North Amer | | Philips Semiconductors | | | Farmington Hills | MI | 48331 | |
| Philips Electronics North Amer | | 5550 Prairie Stone Pky Ste 150 | | | Hoffman Estates | IL | 60132 | |
| Philips Electronics North America | | 1817 Dogwood Dr | | | Kokomo | IN | 46802 | |
| Philips Enabling Technologies | | Philips Eip | | | Lonnel | IN | 46802 | Belgium |
| Philips Semiconductors Inc | | PO Box 190056 | | | Atlanta | GA | 30387 | |
| Philips Semiconductors | | 811 E Aquas Ave | | | Summyale | CA | 94085-3409 | |
| Philips Semiconductors | | C/O Motorola Marketing | | | Indianapolis | IN | 46205 | |
| Philips Semiconductors Inc | | 4173 Millersville Rd | | | Zapopan Ja | GA | 31793 | Mexico |
| Philips Semiconductors | | 121 Pinewood Dr | | | Tifton | GA | 31793 | |
| Philips Semiconductors | | 40 Elmwood Pl | | | Cartersville | GA | 30121 | |
| Philips Semiconductors | | Industria LD | | | Winthrop | MS | R21 3V4 | Canada |
| Philips Semiconductors | | 100 Paquin Rd | | | Gaspot | NY | 14087 | |
| Philips C | | 7572 Giff Rd | | | Miamiburg | OH | 45342 | |
| Philips Den & Associates Inc | | 3101 W Tech Rd | | | Kansas City | MO | 64138 | |
| Philips L | | 9411 Fawcett | | | San Gilro | WI | 54701 | |
| Philips Plastics Corp | | 1233 International Dr | | | San Gilro | WI | 54701 | |
| Philips Plastics Corp | | Decorative Inter Holding | | | San Gilro | WI | 54701 | |

Delphi Corporation
Executive Contracts and Unexpired Leases

| CREDITORMNAME | CREDITORTNOCNAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|-------------------------------------|------------------------|----------------------------------|---------------------------|-----------------------------|---------------------|-------|------------|---------|
| Priority Building Services | Jeff Hagar | 655 W Lambert Rd Ste K | | | Brea | CA | 92821 | |
| Priority Health | | 442 Century Ln | | | Holland | MI | 48423-4286 | |
| Priority Supply Inc | | 2430 Turner Nw | | | Walker | MI | 48544 | |
| Prism Business War Games | | 150 E Cook Ave Ste 4 | | | Libertyville | IL | 60048 | |
| Prism Technology & Assemblies | | 13128 E 8th Mile Rd | Ad Chg Per Ltr 04/15/05 G | | Warren | MI | 48089 | |
| Prism Technology & Assemblies | | 13128 E 8 Mile Rd | | | Warren | MI | 48089-3276 | |
| Prismatix Partners Lc | | Blumack | | | Cold Spring Harbor | NY | 11724 | |
| Pro One | | 445 Socrates Dr | | | Bellingham | WA | 98226 | |
| Pro Performance Fuel Injection | Martin Bedala | 812 E Box 2424 | | | Channahon | IL | 61530 | |
| Pro Mold Inc | | 2318 Dayton Pl | | | Bermond | NY | 11724 | |
| Pro Parts Inc | | 350 Duell Rd | | | Rocky Hill | CT | 06067 | |
| Pro Resources Inc | Randy Butler | 22111 Merrick Blvd | | | Springfield Gardens | NY | 11413 | |
| Pro Seal Inc | | Global Technical Services | | | Port Wayne | IN | 46005 | |
| Pro Seal Inc | | Pro Seal Service Group | | | Madison Heights | MI | 48071 | |
| Pro Sealless | Joe O Barry Grenier | 333 E Broward Rd | | | San Jose | CA | 95122-4208 | |
| Pro Sealless Inc | | 3283 Saint Etienne Blvd | | | San Jose | CA | 95122-4208 | |
| Pro Tec Corp | Joe Gillespie | 130 S Douglas | | | Windsor | ON | N6W 5B1 | |
| Pro Tech Diesel | | 6079 Birch Dr | | | Glendale | MT | 59530 | |
| Pro Tech Industries | | 3085 Joyce St | | | Flint | MI | 48507 | |
| Pro Tech Machine Inc | | PO Box 5940 Dept 20 1087 | | | Barton | MI | 48529 | |
| Pro Tech Machine Inc | | 1295 Helena Dr | | | Carol Stream | IL | 60187-5840 | |
| Pro Tech Plastics Inc | Joy Peuring | Department 20 1087 | | | West Chicago | IL | 60185-2677 | |
| Pro Tech Plastics Inc | Roger A Dickerson/Mack | PO Box 5940 | | | Carol Stream | IL | 60187-5840 | |
| Pro Tech Products Alliance Plastics | | 14615 Anson Ave | | | Santa Fe Springs | CA | 90670 | |
| Prolineco | | 1730 Russ Randall St | | | El Paso | TX | 79938 | |
| Process Controlados Sa De Cv | | Carro Del Tzarrate 24 Los Ameri | | | Queretaro | MX | 76121 | Mexico |
| Process Development Canada Cor | | 500 Dundas St E Unit 1 | Col Las Americas | | Whitby | ON | L1N 2J4 | Canada |
| Process Development Corp | | 33027 Schoolcraft Rd | | | Livonia | MI | 48150 | |
| Process Development Corp | | 6060 Milo Rd | | | Dayton | OH | 45414 | |
| Process Development Corp | | De Mexico S De R L De C V | Galeana 465 Col Centro | San Luis Polos Sip Cp 78000 | Vienna | OH | 44473 | |
| Process Innovations Inc | | 4319 Kappa Gamma Rd | | | Pittsburgh | PA | 15203 | |
| Process Instruments Inc | | 615 E Canyon St | | | Warren | MI | 48091-4760 | |
| Process Systems Inc | | 23833 Plymouth | | | Murfreesboro | TN | 37129 | |
| Procon Products | | 810 Ridge Rd | | | Twinsburg | OH | 44087 | |
| Procter Stanley Ki Co The | | 2018 McKinley Dr | | | Laval | QC | H7E 4V7 | Canada |
| Prodiesel 1884 Inc | | 3949 Beal Leman | St Vincent De Paul | | Indianapolis | IN | 43260-4382 | |
| Product Action | Joe Bear | PO Box 501392 | 2508 Replate Pkwy | | Chicago | IL | 60684-0025 | |
| Product Action International | | 2508 Replate Pkwy | | | Chicago | IL | 60684-0025 | |
| Product Action International I | | 401 Feme Rd | | | Dayton | OH | 45448-2314 | |
| Production Design Services | | 1414 E Second St | | | Alma | MI | 48003 | |
| Production Design Services | | 16025 Brookpark Rd | | | Dayton | OH | 45403-0023 | |
| Production Machining Of Alma | | 1600 N River Rd Na | | | Cleveland | OH | 44142-1623 | |
| Production Service Co | | OT Wilmington Inc | | | Warrin | OH | 44465-2442 | |
| Production Service Industries | | Pkg | 287 Louise St | | Wilmington | OH | 45177 | |
| Production Solutions | | Pkg | N117 W18237 Fulton Dr | | Germanstown | WI | 53022 | |
| Production Specialties Group I | | Pkg | | | Dayton | OH | 45403-3423 | |
| Production Tool Supply Co | | 1100 S Smithville Rd | | | Dayton | OH | 45403-3423 | |
| Production Tube Cutting Inc | | 3837 Georgetown Verona Rd | | | Lewisburg | OH | 45338 | |
| Productive Electric Inc | | 3020 E Progress Dr Ste 2 | | | West Bend | WI | 53095 | |
| Productive Products Inc | | 1075 Headquarters Pk Dr | | | Saint Louis | MO | 63028 | |
| Productive Tool Products Inc | | Pkg | | | Chicago | IL | 60684-5500 | |
| Productivity Improvement Center | | 409 Garland St | | | Flint | MI | 48503 | |
| Productivity Systems Inc | | 38310 Treasury Cir | | | Flint | MI | 48503 | |
| Productivity Systems Inc | | Turner Rd | | | Jamestown | NY | 14701 | |
| Productivity Systems Inc | | Phillips High Tech Plastics Div | | | Col Jarez | MX | 32540 | Mexico |
| Productivity Systems Inc | | Ave De Las Industrias 4907 Ph 58 | | | Chihuahua | MX | 31110 | Mexico |
| Productivity Systems Inc | | 25555 Boule Maille | | | Brossard | QC | J4Y 2H1 | Canada |
| Professional Electronics | | 2017 62 Ave | | | Tuscaloosa | AL | 35401 | |
| Professional Electronics | | 41309 Coca Cola Dr | | | Belleville | MI | 48111 | |
| Professional Electronics | | Services Inc | | | Rockford | IL | 61108 | |
| Professional Electronics | | Services 382826590 | | | Saginaw | MI | 48602 | |
| Professional Electronics | | Services 382826590 | | | Frankenmuth | MI | 48734 | |
| Professional Electronics | | 204 S 68th Ave | | | Phoenix | AZ | 85043 | |
| Professional Electronics | | 470 Commercial | | | San Juan Capistrano | CA | 92675 | |
| Professional Electronics | | 470 Atlantic Ave Fl 4 | | | Boston | MA | 02210-2205 | |
| Professional Electronics | | 470 Atlantic Ave 4th Fl | | | Boston | MA | 02210 | |

Delepi Corporation
Exercutory Contracts and Unexpired Leases

| CREDITORS NAME | CREDITORS NOTICE NAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|----------------------------|-----------------------|--------------------------------|----------|-----------------------|------------------------|-------|------------|---------|
| Reynolds Jeffrey T | | 1585 Union Rd | | | Xenia | OH | 45385-7644 | |
| Reynolds M | | 2857 W North Union Rd | | | Midland | MI | 48642 | |
| Reynolds Metals Co | | 4301 Produce Rd | | | Louisville | KY | 40216 | |
| RF Micro Devices Inc | | 7628 Thornlike Rd | | | Greenstone | NC | 27409 | |
| RI Monolithics Inc | | 4347 Sigma Rd | | | Dallas | TX | 75244 | |
| RI Monolithics Inc | | 4441 Sigma Rd | | | Dallas | TX | 75244 | |
| Rib Enamers | | 220 Clifton Circle | | | Corona | CA | 92880-2622 | |
| Rib Sealing Services | | 5940 Commerce Rd | | | W Bloomfield | MI | 48324 | |
| Rib Tech Inc | | 1590 E North Territorial Rd | | | Whitmore Lake | MI | 48169 | |
| Rice Gamma Corp | | 1014 Whitehead Rd Ext | | | Trenton | NJ | 08638 | |
| Rice Tech Inc | | 600 Pl Court | | Rmt Ad Chg 041505 G | Roberts Pt | CA | 94928 | |
| Rice Lake Weighing Systems | | 18 Orchard St | | | Midport | NY | 14105 | |
| Rice Lake Weighing Systems | | 3126 Rue Chateaufort | | | Kolono | IN | 46902 | |
| Rice Lake Weighing Systems | | 1523 Bannock Dr | | | Freeport | TX | 77541 | |
| Rice Lake Weighing Systems | | Rhona Podenc Basic Chemicals | | 8213 Hwy 332 E | Freeport | TX | 77541 | |
| Rice Lake Weighing Systems | | 3428 Cleveland St | | PO Box 167 | Stoke | IL | 60934 | |
| Rice Lake Weighing Systems | | 4000 Richards Dr | | Detroit Technical Ctr | Belleville | MI | 48111 | |
| Rice Lake Weighing Systems | | PO Box 8024 Mc4811ra025 | | | Plymouth | MI | 48170 | |
| Rice Lake Weighing Systems | | 3901 South Arcle Ave | | | St Francis | WI | 53235 | |
| Rice Lake Weighing Systems | | 1704 Macaulay Ave | | | Rice Lake | WI | 54688 | |
| Rice Lake Weighing Systems | | Div Of Rice Lake Beading Inc | | 230 W Coleman St | Rice Lake | WI | 54688 | |
| Richard A Franzl | | 3 Siega | | | Rancho Santa Margarita | CA | 92688 | |
| Richard Baldwin | | 207 Christopher St | | | Rancho Santa Margarita | CA | 92688 | |
| Richard Barlow | | 4823 B Pl | | Ap124 | Rancho Santa Margarita | CA | 92688 | |
| Richard Batz | | 1305 N Hickory Ln | | | Meridian | MS | 39305 | |
| Richard Bly Inc | | 5889 South Gamett | | | Kokomo | IN | 46901 | |
| Richard Birch | | 5498 Woodfield Pkwy | | | Tulsa | OK | 74146 | |
| Richard Brown | | PO Box 8024 Mc4811ra025 | | | Grand Blanc | MI | 48439 | |
| Richard Bryant | | PO Box 8024 Mc4811ra017 | | | Plymouth | MI | 48170 | |
| Richard Carroll Jr | | 8402 S Jennings | | | Plymouth | MI | 48170 | |
| Richard Childers | | 14691 Saw Mill Rd | | | Swartz Creek | MI | 48170 | |
| Richard Childers | | Reco | | | Coker | AL | 35462 | |
| Richard Equipment Co | | 1803 Palm Blvd | | 1008 Seabrook Way | Cincinnati | OH | 45245-1983 | |
| Richard Foster | | 2790 Nutcrack Rd | | | Brownsville | TX | 78520 | |
| Richard Gonzalez | | 5088 Centerville Ln | | | Brownsville | TX | 78520 | |
| Richard J Juk | | 101 W Big Beaver 10th Fl | | | Flushing | MI | 48433 | |
| Richard Juk | | 47225 North Unsteadford St | | | Flushing | MI | 48433 | |
| Richard Jones | | 5188 Tenthine Rd | | | Troy | MI | 48064 | |
| Richard Jones | | PO Box 3024 Mc4811ra009 | | | Novi | MI | 48374 | |
| Richard Laddan | | 108 Harbour Trade Ln | | | Novi | MI | 48374 | |
| Richard Laddan | | 74 E Romick Pkwy Apt D | | | Novi | MI | 48374 | |
| Richard Maffei | | 661 Country Ln | | | Novi | MI | 48374 | |
| Richard Nash | | 1210 17th Ave | | | Novi | MI | 48374 | |
| Richard P Nash | | 661 Country Ln | | | Novi | MI | 48374 | |
| Richard P Nash | | 170 Castlebrook | | | Novi | MI | 48374 | |
| Richard P Nash | | 4800 Pavilion Dr | | | Novi | MI | 48374 | |
| Richard P Nash | | 3546 May Cir Rd | | | Novi | MI | 48374 | |
| Richard P Nash | | 515 Locust St Apt H3 | | | Novi | MI | 48374 | |
| Richard P Nash | | 2303 Hunter Glen | | | Novi | MI | 48374 | |
| Richard P Nash | | 9503 Northbrook Trafficway | | | Novi | MI | 48374 | |
| Richard P Nash | | Inc | | | Novi | MI | 48374 | |
| Richard P Nash | | 40w287 Kealinger Rd | | | Novi | MI | 48374 | |
| Richard P Nash | | 40 W 287 Kealinger Rd | | | Novi | MI | 48374 | |
| Richard P Nash | | 8145 River Dr | | | Novi | MI | 48374 | |
| Richard P Nash | | 13503 Puma St | | | Novi | MI | 48374 | |
| Richard P Nash | | 14008 Central St | | | Novi | MI | 48374 | |
| Richard P Nash | | 1021 Commercial Ave | | | Novi | MI | 48374 | |
| Richard P Nash | | 28 S Trumbull Rd | | | Novi | MI | 48374 | |
| Richard P Nash | | Environmental Consulting | | | Novi | MI | 48374 | |
| Richard P Nash | | 2711 N 101st Terrace | | | Novi | MI | 48374 | |
| Richard P Nash | | 120 S Lake St | | | Novi | MI | 48374 | |
| Richard P Nash | | 1803 M 139 | | | Novi | MI | 48374 | |
| Richard P Nash | | Fishhook Carton | | | Novi | MI | 48374 | |
| Richard P Nash | | 2727 3 Mile Rd NW | | | Novi | MI | 48374 | |
| Richard P Nash | | 1440 Chg 10 13 99 | | | Novi | MI | 48374 | |
| Richard P Nash | | Rugway 7-Powered Metals Inc | | | Novi | MI | 48374 | |
| Richard P Nash | | Finly Buckeye Acquisition Corp | | | Novi | MI | 48374 | |

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12/28/2007 11:05 AM
FFF - Exeutory Contracts and Unexpired Leases 071209

FFF - Executory Contracts and Unexpired Leases 07/20/09

Delphi Corporation
Exeutory Contracts and Unexpired Leases

| CREDITORSNAME | CREDITORSNOTICENAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|-------------------------------------|--|----------------------------------|-----------------------------|----------------------------|---------------------|-------|------------|-------------------|
| Summit Energy Services Inc | | 10350 Omsby Pk Pl Ste 400 | Add Chg Per G01 11/07/03 V6 | | Louisville | KY | 40223 | |
| Summit Group Of Bartlesville | | PO Box 3411 | | | Bartlesville | OK | 74006 | |
| Summit Plastic Molding Inc | | 51340 Celeste | | | Shelby Township | MI | 48315 | |
| Summit Polymers Inc | Patricia Astudillo Ext234 | Av Progreso S/n | Fracc Parque Ind Del Nte | | Matamoros | MI | 48316 | Mexico |
| Summit Polymers Inc | Roger Queltette | 6715 Sprinkle Rd | | | Portage | MI | 49002 | |
| Summit Polymers Inc | Sharon Williams | 15101 N Commerce Dr | | | Dearborn | MI | 48120 | |
| Summit Polymers Inc | | 15101 N Commerce Dr | 160 Clarence Dr | | Mount Sterling | KY | 40353 | |
| Summit Polymers Inc | | 15101 N Commerce Dr | | | Dearborn | MI | 48120 | |
| Summit Polymers Inc | | 1211 Progress St | | | Sturgis | MI | 48091 | |
| Summit Technical Services | | Inc | 355 Chiville Rd | | Warwick | RI | 02886 | |
| Sun Chemical Corp | | General Printing Ink Div | 8975 Shaver Rd | | Portage | MI | 48024 | |
| Sun Chemical Corp | | 10817 Natus Ln Ste B101 | | | Wixom | MI | 48393-3440 | |
| Sun City Automation Ltd Co | | 3121 Glen Royal Rd | | | El Paso | TX | 79935 | |
| Sun Equipment Corp | | Co Ltd | | | Raleigh | NC | 27624 | |
| Sun Kwang Brazing Filler Metal | | Sun Manufacturing Div | 544 S Simrak Djangbu | Kyongji | Williamstown | KY | 41097-9602 | Korea Republic Of |
| Sun Manufacturing And Coating | | 14055 US Hwy 19 N | 107 Industrial Rd | | Clearwater | FL | 33764-7239 | |
| Sun Micro Stamping Technology | | 14055 US Hwy 19 N | | | Clearwater | FL | 33764 | |
| Sun Microstamping | | 14055 US Hwy 19 N | | | Clearwater | FL | 33764 | |
| Sun Microstamping Inc | Keith Bingham | PO Box 788014 | | | St Louis | MO | 63179-8000 | |
| Sun Microsystems Inc | Lawrence Schwab Esq & Patrick Costello Esq | Blaisdon Bergen & Schwab | 2600 El Camino Real Ste 300 | | Palo Alto | CA | 94306 | |
| Sun Microsystems Inc | Tony Brune | 1000 Town Cir | Ste 1700 | | Southfield | MI | 48075-1233 | |
| Sun Microsystems Inc | | 1000 Town Cir Ste 1700 | | | Southfield | MI | 48075-1233 | |
| Sun Tech Corp | | 46560 Ryan Ct | | | Novi | MI | 48377-1730 | |
| Sun Tech Rubber & Plastics Inc | | Elit | 1047 Maluan Rd | | Lexington | KY | 40511 | |
| Sunapee Chemical Inc | | 1009 Greens View Dr | | | Wooster | OH | 44691 | |
| Sunbelt Associates | Chiahi Thompson / Ikumi Ozawa | C/O Sunarrow America Ltd | | | Rolling Meadows | IL | 60008-4222 | |
| Suncoast Tool & Gauge Induslri | | 2125 Chenault Dr 100 | 1800 Golf Rd Ste 725 | | Carrollton | TX | 75006 | |
| Sundance Die Cut | | 11625 54th St N | | | Clearwater | FL | 33760 | |
| Sundram Fasteners Ltd | | Add Chg 6/29 Mw | One Sundance Way | | Mineral Wells | TX | 76067 | |
| Sundram Fasteners Ltd | | 51648 Flomena Dr | 2098 Falcons Roost | | Prescott | AZ | 86303 | |
| Sundram Fasteners Ltd | | 98a Dr Radhakrishnan Salai Auras | Corporate Cir 7th Fl | | Ulica | MI | 48315 | India |
| Sung Park | | 2755 Dumkirk | | | Chennai Tamilnadu | MI | 600004 | |
| Sung San Co Ltd | | 4138 Sungsoo Indstrl Complex | Taloso Ku Taegu | | Saginaw | MI | 48603 | |
| Sungwo Corporation | Kim Cha Hee | 330 Bangnye Ri | | | Kangwon Do | | 220-800 | Korea Republic Of |
| Sunungda Precision | | Industries Ltd | Fmly Sunningdale Plastic | 5 Bukit Batok St 22 659583 | Shanghai | | 201201 | Korea Republic Of |
| Sunungda Precision Industries | | No 279 Lzhi Rd Wangqiao Industry | Dis Pudong New Area | | Panyu Guangzhou Gua | | 511442 | Singapore |
| Sunny Metal Inc | | 01 Jimin Rd Nancun Yungang | | | Philadelphia | PA | 19103-1699 | China |
| Sunoco Inc | Elaine Perski | 1801 Market St | 2070 Penn Cir | | Philadelphia | PA | 19103-1699 | |
| Sunoco Inc | Pawlo A Korzenkowski | 1801 Market St | 2070 Penn Cir | | Philadelphia | PA | 19103-1699 | |
| Sunoco Inc | Ron Towson | 1801 Market St | Ten Penn Cir | | Philadelphia | PA | 19103-1699 | |
| Sunoco Inc | | 1801 Market St 23rd Fl | | | Fresno | CA | 95727 | |
| Sunrise Medical | | 2842 Business Pk Ave | | | Carlsbad | CA | 92008 | |
| Super Auto Forge Inc | Michael Hammes | 2332 Faraday Ave Ste 200 | | | Novi | MI | 48375 | |
| Super Steel Treating Inc | | 24110 Meadowbrook Rd Ste 102c | | | Novi | MI | 48375 | |
| Superior Aluminum Alloys Llc | | 6227 Rinke St | | | Novi | MI | 48375 | |
| Superior Asphalt Inc | | 14214 Edgerton Rd | | | Warren | MI | 48091-5355 | |
| Superior Automotive Training | | 669 Century Sw | New Haven | | Grand Rapids | MI | 48503 | |
| Superior Carriers | Luis Arboleda | 5400 NW 79th Ave | | | Miami | FL | 33166 | |
| Superior Concepts Inc | | PO Box 37 | | | Peshigo | WI | 54157 | |
| Superior Concepts Inc | | 1710 Tile Ct | | | Grand Haven | MI | 49417 | |
| Superior Design Inc | | 4256 Ridge Lea Rd Ste 101 | | | Grand Haven | MI | 49417-1165 | |
| Superior Detroit Sales Inc | | Su Dat Co Machine Tool Div | 23730 Research Dr | | Ann Arbor | MI | 48106 | |
| Superior Diesel Inc | | 6881 Buldog Dr | | | Farmington Hills | MI | 48335 | |
| Superior Diesel Service Inc | | 1600 Atiamont Ave | | | North Charleston | SC | 29406 | |
| Superior Fuel Injection Ltd | Dale Kaira | 300 Steelcase Rd West Unit 27 | | | Richmond | VA | 23230 | |
| Superior Industries | | International Inc | 7800 Woodley Ave | | Markham | ON | L3R 2W2 | Canada |
| Superior Industries | | 24800 Denso Dr No 225 | | | Van Nuys | CA | 91406-4973 | |
| Superior Lid | Clifford Smith | 730 Oconto Ave | | | Southfield | MI | 48034-7482 | |
| Superior Plastic Inc | | 417 E 2nd St | | | Peshigo | WI | 54157 | |
| Superior Rack & Packaging Inc | | 803 American Blvd | | | Rochester | MI | 48307-2007 | |
| Superior Specialty Gas Services Inc | | PO Box 470466 | | | Saint Joseph | TN | 38481 | |
| Superior Spring | | 1280 So Tall Ave | | | Tulsa | OK | 74147 | |
| Superior Shipping Co | | Dba us Metal Processing | 1089 Claycraft Rd | | Anaheim | CA | 92806 | |
| | | | | | Columbus | OH | 43230 | |

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Delphi Corporation
Executive Contracts and Unexpired Leases

| CREDITORMNAME | CREDITORNOTICENAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|---|--------------------------------------|-------------------------------|--------------------------------|----------|------------------|-------|------------|----------------|
| Unifirst Corp | | 6920 Commerce | | | El Paso | TX | 79915-1102 | |
| Uniform Color Company Corp | Erika Lara | 942 Brooks Ave | 360 Firetower Rd | | Holland | MI | 48423 | |
| Unifrax Corp | | Fiberfrax Mfg | | | Tonawanda | NY | 14150 | |
| Unifrax Corp | | 2351 Whirlpool St | | | Niagara Falls | NY | 14305 | |
| Unigraphics Solutions Inc | Mary Ellen Chanley | 5400 Legacy Rd | | | Plano | TX | 75024-3105 | |
| Unimax Corp | | 4175 Sw Research Way | 1334 Charlestown Industrial Dr | | Saint Charles | MO | 63303 | |
| Unimex Inc | | Div Of Smp Motor Products Ltd | | | Covallis | OR | 97333 | |
| Unimotor | | 4 Bacchus House Calleva Pk | 33 Gaylord Rd | | St Thomas | ON | NP 3R9 | Canada |
| Uninterruptible Power Supplies Ltd | | 12567 Collections Ce | | | Reading | IL | 60693 | United Kingdom |
| Union Pacific Railro | Chris Chorba | 718 Monterey Pass Rd | | | Chicago | IL | RG7 8EN | |
| Union Technology Corp | | State Rd 15 N | | | Monterey Pk | CA | 91754 | |
| Union Tool Corp | | 300 West McCarter Rd | | | Woraw | IN | 46580 | |
| Unique Fabricating Inc | Nadine Denolt | 1601 W Hamlin | | | Lafayette | GA | 30728 | |
| Unique Fabricating Inc | | 1601 W Hamlin Rd | | | Rochester Hills | MI | 48309 | |
| Unique Fabricating Inc | | 1800 W Maryland St | | | Rochester Hills | MI | 48309 | |
| Uniseal Inc | | PO Box 6288 | | | Evansville | IN | 47712 | |
| Uniseal Inc | | 1014 Union St | | | Evansville | IN | 47719 | |
| Uniseal Inc | | 1370 Oma | Atsugi Shi | | Evansville | IN | 47710-2734 | |
| Unisys Corp | Mr Junius Kuroki | 850 N Arlington Heights Rd | | | Itasca | IL | 60143 | Japan |
| Unisource Worldwide Inc | Attn Larry Durrant | Crescent Paper Co | 2800 N Shadeland Ave Ste B1 | | Indianapolis | IN | 46219 | |
| Unisource Worldwide Inc | | Midwest Market Area | 2737 S Adams Rd | | Rochester Hills | MI | 48309 | |
| Unisource Worldwide Inc | | 5785 Collett Rd | | | Farmington | NY | 14425 | |
| Unisource Worldwide Inc | | 555 Offcenter Pl | | | Gahanna | OH | 43230 | |
| Unisource Worldwide Inc | | Midwest Region | 525 N Nelson Rd | | Columbus | OH | 43219-2949 | |
| Unisource Worldwide Inc | | Great Lakes Region | 5555 S Westridge Dr | | New Berlin | WI | 53151 | |
| Unisource Worldwide Inc | | 4134 38th St Se | | | Grand Rapids | MI | 49512 | |
| Unist Inc | | 4600 Se 58th St | | | Oklahoma City | OK | 73126 | |
| Unit Parts Company | | 8000 E Jefferson | | | Detroit | MI | 48214 | |
| United Automobile Aerospace And Agricultural Implement Workers | Ron Gettelfinger | | | | Detroit | MI | 48214 | |
| United Automobile Aerospace And Agricultural Workers Of America | Ron Gettelfinger | 8000 E Jefferson | | | Detroit | MI | 48214 | |
| United Automotive Supply Co | | 2637 E 10 Mile Rd | | | Warren | MI | 48091 | |
| United Automotive Supply Co | | 2637 E 10 Mile Rd | | | Warren | MI | 48091-6800 | |
| United Carriage | | PO Box 10 | | | Gas City | IN | 46933 | |
| United Chemi Con Corp | Sam Palmisano Ext 415 | 608 East Blvd | | | Kokomo | IN | 78520-3702 | |
| United Chemi Con Inc | | 614 E Poplar St | | | Kokomo | IN | 46902 | |
| United Chemi Con Inc | | 3250 W Big Beaver Rd | 614 E Poplar St | | Kokomo | IN | 46902 | |
| United Concordia | Brian Troshynski | 111 N Michigan Ave | Ste 327 | | Troy | MI | 48064 | |
| United Crane Rentals Inc | | 5700 General Washington Dr | | | Kenilworth | NJ | 07033 | |
| United Diesel | | 6210 75th St | | | Alexandria | VA | 22312-2406 | |
| United Diesel Injection Ltd | | 1603 Penn Mar Ave | | | Edmonton | AB | T6E 2W6 | Canada |
| United Diesel Service Inc | | 5321 N Pearl St | | | South El Monte | CA | 91733-3697 | |
| United Electronics Corp | | 5321 North Pearl St | | | Rosemont | IL | 60018 | |
| United Electronics Corp | | 450 Columbus Ave | | | Rosemont | IL | 60018 | |
| United Health Care | Jim Kapral | 450 Columbus Ave | | | Hartford | CT | 06115 | |
| United Healthcare | Reed Blegro | Remit Chng Ltr Aw 412/02 | 1548 Henry Ave | | Beloit | WI | 53511 | |
| United Industries Inc | | 6300 18 1/2 Mile Rd | | | Sterling Heights | MI | 48314 | |
| United Machining Inc | Lou Sabal General Manager | 6300 18 1/2 Mile Rd | | | Sterling Heights | MI | 48314 | |
| United Machining Inc | | 8101 Lyndon Ave | | | Detroit | MI | 48238 | |
| United Metal Prod Corp | | 6101 Lyndon St | | | Detroit | MI | 48238 | |
| United Metal Products Corp | | 24671 Telegraph Rd | | | Detroit | MI | 48238-2462 | |
| United Paint & Chemical Corp | | 29855 Schoolcraft Rd | | | Southfield | MI | 48034 | |
| United Parcel Svc | Tony Surace | Bldg Tc No 200 Parque | | | Livonia | MI | 48150 | |
| United Plastics Group De Mexico Sa | | 38154 Eagle Way | Industrial Silva | | Apodaca | IL | 86500 | Mexico |
| United Plastics Group Fremont | Kim Clarke | 529 Thomas | | | Chicago | IL | 60678-1381 | |
| United Plastics Group Inc | Irene | | | | Bensenville | IL | 60106 | |
| United Plastics Group Inc | William Holbrook Director of Finance | United Plastics Group Inc | 1420 Kensington Rd Ste 209 | | Oak Brook | IL | 60053 | |
| United Plastics Group Inc | | 3125 Coronado St | | | Anaheim | CA | 92806 | |
| United Plastics Group Inc | | Industrial Div | 9300 52nd Ave N | | Minneapolis | MN | 55428-4022 | |
| United Plastics Group Inc H | Jeff Roberts | 7131 Perimeter Pk Dr | | | Houston | TX | 77041 | |
| United Plastics Group Inc H | | 35883 Eagle Way | | | Chicago | IL | 60678-1388 | |
| United Plastics Group Inc Mn | Jane Schoen | 9300 52nd Ave North | | | Minneapolis | MN | 55428 | |
| United Plating Inc | | 3400 Stanwood Blvd Ne | | | Huntsville | AL | 35804 | |
| United States Crystal Corporat | Tammy Dickey Ext 13 | 3605 Mocart | | | Fort Worth | TX | 76110 | |
| United States Filter Corp | | Us Filter | 40 004 Coit St | | Palm Desert | CA | 92211-3289 | |
| United States Filter Corp | | Us Filter | 1801 Pevaukee Rd | | Waukesha | WI | 53188 | |

Delphi Corporation
Executive Contracts and Unexpired Leases

| CREDITORMNAME | CREDITORTCNAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|---------------------------------------|------------------------------|--------------------------------|------------------------|-------------|------------------|----------------|------------|---------|
| Unum Life Insurance Co | | PO Box 406930 | | | Atlanta | GA | 30384-5930 | |
| Unwired Technology Lc | | 245 Newdown Rd Unit 200 | | | Plainview | NY | 11803 | |
| Uop Lc | UOP Lc | 25 E Algonquin Rd | | | Des Plaines | IL | 60017-5017 | |
| Uop Lc | | Site 265 | 2511 Country Club Blvd | | North Orlmsted | OH | 44070 | |
| Uop Lc | | 13105 Northwest Freeway | Site 600 | | Houston | TX | 07704-0-83 | |
| Upchurch A | | 619 Oak St | | | Muncie | IN | 47302 | |
| Upchurch Scientific | Karla Sharkey | 619 Oak St | | | Oak Harbor | WA | 98277 | |
| Upchurch Scientific | | PO Box 34486 | | | Louisville | KY | 40232 | |
| Ups Of Canada Ltd | Tony Surace | 77 Foundry St | | | Mendon | NB | E1C6H7 | Canada |
| Ups Supply Chain Soln | Tony Surace | 21800 Haggerty Rd | | | Northville | MI | 48167 | |
| Ur Technologies | | 5703 Enterprise Pkwy | | | East Syracuse | NY | 13057-2905 | |
| Uren R B Equipment Rental | | 1120 Connecting Rd | | | Niagara Falls | NY | 14304-1522 | |
| Ure Corp | | 77 Goodell St | | | Buffalo | NY | 14203 | |
| Us Aeroleam Inc | US Aeroleam Inc | One Edmund St | | | Dayton | OH | 45404 | |
| Us Aeroleam Inc | | 1 Edmund St | | | Dayton | OH | 45404 | |
| Us Army Tacom | Peter Desanti | 6501 E 11 Mile Rd | | | Warren | MI | 48397 | |
| Us Customs Service | Accounting Services Division | 6026 Lakeside Blvd | PO Box 68908 | | Indianapolis | IN | 46268 | |
| Us Department Of Energy | Lisa Kuzniar | National Energy Technology Lab | 3810 Collins Ferry Rd | | Morgantown | WV | 26507-0880 | |
| Us Department Of Energy | Roland Gravel | Office Of Freedom Car And | Vehicle Tech | | Washington | DC | 20585-0121 | |
| Us Equipment Co | | 20580 Hoover Rd | | | Detroit | MI | 48205-1064 | |
| Us Farathane Corp | | C/O C J Edwards Co Inc | 3905 Rochester Rd | | Royal Oak | MI | 48073 | |
| Us Farathane Corp | | PO Box 641128 | | | Detroit | MI | 48264 | |
| Us Farathane Corp | | 11650 Pk Ct | | | Utica | MI | 48315 | |
| Us Farathane Corp | | 38000 Mound Rd | | | Stirling Heights | MI | 48310-3461 | |
| Us Felt Manufacturing Co Inc | | 81 Industrial Ave | | | Santford | ME | 04073 | |
| Us Filtercontinental Water | | PO Box 470722 | | | Tulsa | OK | 74147-0722 | |
| Us Filterionpure Inc | | 8211 Country Club Pl | | | Indianapolis | IN | 46214 | |
| Us Filterionpure Inc | | Us Filterionpure Inc | | | Hazel Pk | MI | 48030-1972 | |
| Us Gauge & Fixture Inc | | 6094 Corporate Dr | 1451 E 9 Mile Rd | | Ira Township | MI | 48023 | |
| Us Healthworks Medical Grp | Gayle Cannon | PO Box 79162 | | | City Of Industry | CA | 91716-9162 | |
| Us Merchants Inc | | 8737 Wilshire Blvd | | | Beverly Hills | CA | 90211 | |
| Us Resistor Inc | | 1016 De Laum | | | Saint Marys | PA | 15657-3360 | |
| Us Specialtyhcc | | 8 Forest Pk Dr | | | Farmingington | CT | 06034 | |
| Us Wire Rope Supply Inc | Kent Cunningham | 6555 Sherwood St | | | Detroit | MI | 48211-2475 | |
| Usa Technologies | | PO Box 1013 | | | Robertdale | AL | 36567 | |
| Usa Technologies | | 2601 Blake St Ste 201 | | | Denver | CO | 80205 | |
| Usa Tolerance Rings Div | | 6810 Broadway Unit C | | | Denver | CO | 80221-2849 | |
| Usaig | | General Sullivan Group | Sullivan Way | PO Box 7509 | W Trenton | NJ | 08628 | |
| Usaig | | One Seaport Plaza | 199 Water St | | New York | NY | 10038 | |
| Usf Bestway Inc | Doris Medwaldt | 3400 Executive Pkwy | | | Toledo | OH | 43606 | |
| Usf Dugan Inc | Jeff Guftenberger | PO Box 31001 0925 | | | Pasadena | CA | 91110 | |
| Usf Holland Inc | Jace Collins | PO Box 532979 | | | Atlanta | GA | 30353 | |
| Usf Redstar | James Mudloff | 1280 Joslyn Ave | | | Pontiac | MI | 48340 | |
| Usn Corp | Jace Collins | PO Box 552979 | | | Atlanta | GA | 30353 | |
| Usn Lp | | Usn Technical | 1171 Chicago Rd | | Troy | MI | 48063 | |
| Usut International Corp | | 8640 N Eldridge Pky | | | Houston | TX | 77041-1233 | |
| Usw Local 87 | | 1045 Read Rd | | | Monroe | OH | 45050 | |
| Utas Tongda Electrical Systems Co Ltd | Gary Adams | 3743 Acorn Ct | | | Dayton | OH | 45417 | |
| Uti Corp | Philip Juline | Utitec Div | | | Oakland Twp | MI | 48363 | |
| Uva Machine Co Inc | | 45130 Polaris Ct | 169 Callender Rd | | Watertown | MI | 06785-1627 | |
| V Forge Inc | | 5567 W 6th Ave | | | Plymouth | MI | 48170-1855 | |
| V Mech Engineering Ltd | | Unit 12 Mountney Bridge Bus Pk | | | Lakewood | CO | 80214 | |
| V Tek Incorporated | | PO Box 86 | | | Westham Pevensy | United Kingdom | 06N24- 5NH | |
| V Tek Incorporated | | PO Box 86 | | | Minneapolis | MIN | 55486-1971 | |
| V Tron Electronics Corp | | 10 Venus Way | | | Minneapolis | MIN | 55486-1971 | |
| Vaco Magnetics Corp | | 2935 Dolphin Dr Ste 102 | | | S Attleboro | MA | 02703 | |
| Vacuo Industries | | 10350 Vacco St | | | Elizabethtown | KY | 42701 | |
| Vacuum Instrument Corp | | 2099 9th Ave | | | South El Monte | CA | 91733 | |
| Vaisala Inc | | 100 Commerce Way | | | Ronkonoma | NY | 11779-6264 | |
| Val Tech Llc | | 1 West Ave | Remit Chng Ltr Mw 4/02 | | Weburn | MA | 01801 | |
| Val Tech Llc | | 85 Pixley Industrial Pky | | | Manchester | NY | 14504 | |
| Val Tech Llc | | 3481 Buffalo Rd | | | Rochester | NY | 14624 | |
| Valcom | | PO Box 4712 | Dept X | | Rochester | NY | 14624-1103 | |
| Valdez Rachelle R | | 5276 Glenwood Creek Dr | | | Carol Stream | IL | 60197-4712 | |
| Valdivinos A | | 1602 Brookridge Dr Sw 908 | | | Clarkston | MI | 48348 | |
| Valencia Sergio | | 4836 Royal Oak | | | Dcalur | AL | 35601 | |
| | | | | | Wichita Falls | TX | 76308 | |

Delphi Corporation
Excluded Contracts and Unexpired Leases

| CREDITORS NAME | CREDITORS NAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|--|----------------|----------------------------------|---------------------|----------|-------------------|-------|------------|----------------|
| Wayne State University | Don Wonsiewicz | Sponsored Program Administration | | | Detroit | MI | 48202 | |
| Park | Howard Bell | 3087 Faculty | Administration Bldg | | Detroit | MI | 48202 | |
| Wayne State University Research & Technology | | 3401 Chubb Way N | | | Saginaw | MI | 48603 | |
| Wayne State University | | 200 E Duesen St | 221 Garfield St | | Hillman | MI | 48746 | |
| Wayne State University | | 200 E Duesen St | | | Kalamazoo | MI | 49001 | |
| Wayne State University | | 384 Ute Hwy 221 A | | | Kalamazoo | MI | 49001-8589 | |
| Wayne State University | | 1114 Lashlee Ave 202 | | | East City | NC | 28043 | |
| Wayne State University | | 1114 Lashlee Ave 202 | | | Oakland | CA | 94611 | |
| Wayne State University | | 1114 Lashlee Ave 202 | | | MI Orb | OH | 45154 | |
| Wayne State University | | No 46 Hunsat Rd Young Discr | | | Shawang Leaning | OH | 110141 | China |
| Wayne State University | | 1500 U High St | | | Hillboro | MI | 48133 | |
| Wayne State University | | 5920 Delphi Dr | | | Troy | MI | 48068 | |
| Wayne State University | | 243 N Waco St Ste 310 | | | Wichita | KS | 67202 | |
| Wayne State University | | 6180 Stump Rd Apt 207 | | | Panna | OH | 44150 | |
| Wayne State University | | 1638 Indiana Ave | | | Kansas City | MO | 64157 | |
| Wayne State University | | 10630 Grey Rd | | | Hunt Valley | MD | 21031 | |
| Wayne State University | | Rmt Chng 04/1304 Q2859 | | | Valley City | OH | 44280 | |
| Wayne State University | | 1206 Hunter Crossing | | | Bosler City | LA | 71111 | |
| Wayne State University | | 9101 W 214 St | | | Sand Springs | OK | 74063 | |
| Wayne State University | | 712 Antonio Trail | | | Manfield | TX | 76063 | |
| Wayne State University | | Weber Tool & Mold | | | Midland | TX | 79701 | |
| Wayne State University | | Macmery Industrial Est | | | Trant | ON | L4R 4L1 | Canada |
| Wayne State University | | 711 W Algonquin Rd | | | Admington Heights | IL | 60005-4415 | United Kingdom |
| Wayne State University | | 15230 South Us 131 | | | Schockcraft | MI | 49087 | |
| Wayne State University | | 83 Estates Dr W | | | Fairport | NY | 14450 | |
| Wayne State University | | 5418 Columbusville Rd | | | Columblaville | MI | 48421 | |
| Wayne State University | | Musdenier Strasse 31 Bellenhau | | | Decatur | AL | 35603 | |
| Wayne State University | | PO Box 6024 Mc481chm077 | | | 34123 Kassel | MI | 48170 | |
| Wayne State University | | 1408 Alpine St Se | | | Plymouth | MI | 48170 | |
| Wayne State University | | PO Box 4298 | | | Columbus | OH | 43046 | |
| Wayne State University | | 324 E 2nd St | | | Brownsville | TX | 78523-4285 | |
| Wayne State University | | 5285 Castlegate Dr | | | Dayton | OH | 45402 | |
| Wayne State University | | 5285 Castlegate Dr | | | Indianapolis | IN | 46256 | |
| Wayne State University | | 5285 Castlegate Dr | | | Indianapolis | IN | 46256 | |
| Wayne State University | | 5285 Castlegate Dr | | | Indianapolis | IN | 46256-1004 | |
| Wayne State University | | PO Box 20518 | | | Houston | TX | 77216 | |
| Wayne State University | | 1 Commerce Plaza Ste 1103 | | | Albany | NY | 12210 | |
| Wayne State University | | One Commerce Plaza | | | Albany | NY | 12210 | |
| Wayne State University | | 5322 Murphy Dr | | | Victor | NY | 14564 | |
| Wayne State University | | 409 Londonderry Ln | | | Manfield | TX | 76063 | |
| Wayne State University | | 11 Cherry Dr | | | Brookport | NY | 14420 | |
| Wayne State University | | Wic | | | Framington Hills | MI | 48335 | |
| Wayne State University | | 9850 Red Arrow Hwy | | | Bridgman | MI | 49106-9719 | |
| Wayne State University | | 4420 Phillips Dr | | | Wichita Falls | TX | 76308-2408 | |
| Wayne State University | | 4855 Airline Dr Apt 336 | | | Bosler City | LA | 71111 | |
| Wayne State University | | 1040 Broad St Ste 302 | | | Shreveport | LA | 70702-4318 | |
| Wayne State University | | PO Box 188 | | | Johnsboro | SC | 29555 | |
| Wayne State University | | 514 Bookwalter Ave | | | New Castle | OH | 45344 | |
| Wayne State University | | 1740 Broadway | | | Denver | CO | 80274 | |
| Wayne State University | | 1740 Broadway | | | Denver | CO | 80274 | |
| Wayne State University | | 1740 Broadway | | | Denver | CO | 80274 | |
| Wayne State University | | 26 S Brooke St | | | Fond Du Lac | WI | 54835 | |
| Wayne State University | | PO Box 70 | | | Fond Du Lac | WI | 54835-0070 | |
| Wayne State University | | PO Box 926040 | | | Norcross | GA | 30010-6040 | |
| Wayne State University | | Welwyn Electronics Pk | | | Northumberland | PA | 15835 | |
| Wayne State University | | 9124 Falls Rd | | | Meachville | PA | 15335 | |
| Wayne State University | | Add Chg 6 98 | | | Grove City | PA | 16127 | |
| Wayne State University | | 95 John Muir Dr Ste 100 | | | Amherst | NY | 14228 | |
| Wayne State University | | 2121 Jergens Rd | | | Dayton | OH | 45404 | |
| Wayne State University | | Route 1 Box 277 | | | Edaw | AL | 35462 | |
| Wayne State University | | 2513 Rushbrook Dr | | | Flushing | MI | 48433 | |
| Wayne State University | | 8465 Hwy 11 | | | Millon Freewaler | OR | 97662 | |
| Wayne State University | | 83 Womert Rd Credit Dept | | | Greenville | PA | 16125 | |
| Wayne State University | | 83 Womert Rd | | | Greenville | PA | 16125-9434 | |
| Wayne State University | | PO Box 31161 80 & | | | Omaha | NE | 68103 | |
| Wayne State University | | 6230 N Pauline Rd Ste 320 | | | Ivory | TX | 75063 | |
| Wayne State University | | 4301 Rader Trail Ste 300 | | | Earth City | MO | 63045 | |

| CREDITORNAME | CREDITORNOTICENAME | ADDRESS1 | ADDRESS2 | ADDRESS3 | CITY | STATE | ZIP | COUNTRY |
|---------------------------------|--------------------|-------------------------------|----------------------------|-----------------------|-------------------|-------|------------|----------------|
| William Smith | | 564 Gulf Ridge Dr | | | Jasper | AL | 35504-8241 | |
| William Vance | | 4347 Brookstone Dr | | | Saginaw | MI | 48603 | |
| William Walters | | 4715 Glen Moor Way | | | Kokomo | IN | 46902 | |
| William Williams | | 1412 Scarlett Dr | | | Anderson | IN | 46013 | |
| William Wood | William Wood | 3 Pkwood Ln | | | Mendham | NJ | 07945 | |
| Williams Advanced Materials Ef | | Inc | 2878 Main St | Remit Chg 08/02/05 Cs | Buffalo | NY | 14214 | |
| Williams D | | PO Box 214 | | | Wilson | NY | 14172 | |
| Williams Detroit Diesel Allison | | Ww Williams | 715 S Outer Dr | | Saginaw | MI | 48601 | |
| Williams Diesel Service | | 5045 Sw 1st Ln | | | Ocala | FL | 34474 | |
| Williams J | | PO Box 107 | | | Alford | TX | 76225 | |
| Williams Jc | | 735 Cathay St | | | Saginaw | MI | 48601-1371 | |
| Williams M | | 2842 Hoyle Dr | | | Shreveport | LA | 71118 | |
| Williams Metalforming Inc | | 870 Commerce St | | | Reading | PA | 19608-1347 | |
| Williams Metals & Welding Allo | | Williams Welding Alloys | 1501 Reedsdale St Ste 300 | | Pittsburgh | PA | 15233 | |
| Williams P | | 490 Poppy Ln | | | Marysville | OH | 43040 | |
| Williams P | | 10200 Ridgewood Dr Ste 617 2 | | | Parma Hgts | OH | 44130 | |
| Williams S | | 94b Foxberry Dr | | | Getzville | NY | 14068 | |
| Williams S | | PO Box 214 | | | Wilson | NY | 14172 | |
| Williams Scotsman Inc | | PO Box 91975 | | | Chicago | IL | 60693 | |
| Williams Scotsman Inc | | Williams Scotsman | 125 Distribution Dr | | Hamilton | OH | 45015 | |
| Williamson G Maintenance Inc | | 1221 Stimmel Rd | | | Columbus | OH | 43223-2915 | |
| Williamson Polishing & Plating | | 2080 Andrew J Brown Ave | | | Indianapolis | IN | 46202 | |
| Willie Burt | | 708 Douglas Ave | | | Albany | GA | 31701 | |
| Willie Christopher | | PO Box 683 | | | Fitzgerald | GA | 31750 | |
| Willie Franklin | | 2274 Cypress Ave | | | Morrow | GA | 30260 | |
| Willie Holmes | | 2327 State St | | | Saginaw | MI | 48602 | |
| Willie Mcnullen | | 14009 Marion Loop | | | Tuscaloosa | AL | 35405 | |
| Willie Thomas | | 6359 Robinson Rd Apt 7 | | | Lockport | NY | 14094 | |
| Willis Of Texas Inc | Barbara Jefferey | 301 Commerce St | Ste 3050 | | Fort Worth | TX | 76102 | |
| Willow Hill | | 37611 Euclid Ave | | | Willoughby | OH | 44094 | |
| Willow Hill Industries Llc | | 37611 Euclid Ave | | | Willoughby | OH | 44094 | |
| Willmad Glass | Sales | Us Route 40 & Oak Rd | | | Buena | NJ | 08310 | |
| Wilson Company Inc | Jeff Wallace | 11875 W Little York Rd Suit | | | Houston | TX | 77041 | |
| Wilson Company Inc | | 2317 E Loop 820 North | | | Fort Worth | TX | 76118 | |
| Wilson Company Inc | | 16301 Addison Rd | | | Dallas | TX | 75248-2448 | |
| Wilson D | | PO Box 133 E Main St | | | Cass City | MI | 48726 | |
| Wilson D | | 11190 Apache Dr Ste 203 | | | Parma Heights | OH | 44130 | |
| Wilson Garner Co Inc | | 40935 Production Dr | | | Harrison Township | MI | 48045 | |
| Wilson H | | 2515 N Mason St | | | Saginaw | MI | 48602 | |
| Wilson J | | 2923 Gulf Stream | | | Saginaw | MI | 48603 | |
| Wilson Jr E | | 3567 Warner Dr | | | Grand Island | NY | 14072-1046 | |
| Wilson R | | 8808 Surrey Dr | | | Pendleton | IN | 46064 | |
| Wilson R | | PO Box 2301 | | | Kokomo | IN | 46904-2301 | |
| Winbond Electronics Corp | | Glo Skyline Sales & Assoc Inc | 807 Airport Rd N Office Pk | | Fort Wayne | IN | 46825 | |
| Winco Stamping Inc | | W156 N9277 Tipp St | | | Menominee Falls | WI | 53051 | |
| Wind River U K Ltd | | Unit 5 & 6 First Fl | | | Birmingham | | B7 4AZ | United Kingdom |
| Windsor Machine & Stamping Ltd | | 26655 Northline Rd | | | Taylor | MI | 48180-4481 | |
| Windsor Machine & Stamping Ltd | | 5725 Outer Dr | | | Windsor | ON | N9A 6J3 | Canada |
| Windsor Mold Inc | | 444 Hanna St E | | | Windsor | ON | N8X 2N4 | Canada |
| Windsor Mold Inc | | 9200 S Austin Dr | | | Pharr | TX | 78577 | |
| Wineman Technology Inc | | 1668 Champagne Dr N | | | Saginaw | MI | 48604 | |
| Wing M | | 5627 Colquitt Rd | | | Kelthville | LA | 71047-7972 | |
| Wing M | | 2005 County Line Rd | | | Barker | NY | 14012 | |
| Wingeler Kenneth G | | 555 Mt Vintage Plantation Dr | | | N Augusta | SC | 29860-9264 | |
| Winkelman Sales | | 119 Burch Ave | | | Buffalo | NY | 14210 | |
| Winkle Electric Co Inc | | 1900 Hubbard Rd | | | Youngstown | OH | 44505-3128 | |
| Winston Heat Treating Inc | | 711 E 2nd St | | | Dayton | OH | 45402-1319 | |
| Wintech Inc | | 1175 Enterprise Dr | | | Winchester | KY | 40391 | |
| Winterbottom David A | | 2311 Littler Ln | | | Oceanside | CA | 92056-3712 | |
| Winzler Stamping Co | | 129 W Wabash St | | | Montpelier | OH | 43543-1838 | |
| Wircro Product Ltd | | 1011 Adelaide St S | | | London | ON | N6E 1R4 | Canada |
| Wircro Products Inc | | 2550 20th St | | | Port Huron | MI | 48060-6449 | |
| Wire D | | 562 Spring Lake Circle | | | Shreveport | LA | 71106-4602 | |
| Wire Products Co Inc | | 14601 Industrial Pkwy | | | Cleveland | OH | 44135-4545 | |
| Wire Products Co Inc | | 14601 Industrial Pkwy | | | Cleveland | OH | 44135-4545 | |
| Wireforms Pte Ltd | | 970 Toa Payoh N | | | | | 318992 | Singapore |
| Wireless Approval Consultants | | 8501 Beck Rd | | | Belleville | MI | 48111 | |
| Wirelink Corp | | 8209 Washington Church Rd | | | Dayton | OH | 45458 | |

1/11/2008 6:53 PM
Creditor Matrix service list

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1/11/2008 6:53 PM
Creditor Matrix service list

| Creditors | Address1 | Address2 | Address3 | Address4 | City | State | Zip | County |
|-------------------------------|-------------------------------|-------------|----------|----------|----------------|-------|------------|--------|
| Stephens Dave | 530 Courtney Rd | | | | Illness | MI | 48178-9133 | |
| Stephens Donald | 12750 Detroit Rd | | | | South Lyon | MI | 48178-9133 | |
| Stephens Donald | 1922 Zimmerman Rd | | | | Fallston | OH | 45324 | |
| Stephens Ernie L | 610 Hill Rd | | | | Penningsburg | KY | 41041-8697 | |
| Stephens Ebony | 840 N Union Rd 103 | | | | Englewood | OH | 45322 | |
| Stephens Ebert | 944 Country Club Ln | | | | Anderson | IN | 46011 | |
| Stephens Elmer | 65 East 59th St | | | | New York | NY | 10022 | |
| Stephens Financial Group | 1317 Chandler St | | | | Gadsden | AL | 35903 | |
| Stephens Frances | 1376 Southern Blvd Nw | | | | Warren | OH | 44485 | |
| Stephens George | 633 Monticello Ave | | | | Dayton | OH | 45404 | |
| Stephens Gregor | 1225 E Grandblain Ave | | | | Flint | MI | 48905-3001 | |
| Stephens Herman | 1801 Minosa PK Rd 130 | | | | Tuscaloosa | AL | 35406 | |
| Stephens Joseph | 273 County Rd 820 | | | | Merrittburg | VA | 22642 | |
| Stephens Jacqueline | 10468 E Cobbster Rd | | | | Dallas | TX | 75243 | |
| Stephens James A | 2628 W Boston Rd | | | | Brown Arrow | OK | 74012 | |
| Stephens Jeffrey | 2658 Holland St | | | | Lake Orion | MI | 48350 | |
| Stephens Joe C | PO Box 5285 | | | | Flint | MI | 48905-0285 | |
| Stephens John | 4801 Ashland Dr | | | | Columbus | OH | 43228 | |
| Stephens Joseph | 233 Lakewood Dr | | | | Chillicothe | OH | 45620 | |
| Stephens J. Peter | 158 Pava Dr | | | | Hendersonville | TN | 37075 | |
| Stephens Judy | 574 South Meadow Ln East | | | | Frankfort | IN | 46041 | |
| Stephens Kevin | 574 S Meadow Ln E Dr | | | | Frankfort | IN | 46041 | |
| Stephens Kim | 4231 Pine Port St | | | | Biddeford | ME | 48722 | |
| Stephens Kirti | 1305 Vip Dr | | | | Rosy | AL | 35567 | |
| Stephens Kristina Inc | 1600 E Dodge | | | | Kokomo | IN | 46902 | |
| Stephens Marlene Inc | 2052 N 1175 W | | | | Kempster | IN | 46028 | |
| Stephens Mark | 2020 Woodligham Dr | | | | Kempster | IN | 46048 | |
| Stephens Mark | 1110 Williams Rd | | | | Detroit | MI | 48221-5200 | |
| Stephens Michael | 3819 Sonny Ln | | | | Wescon | MS | 39191 | |
| Stephens Michael | 117 Emerson Ave | | | | Denville | IL | 61832-1120 | |
| Stephens Michael | 713 Wiggins Creek Dr | | | | Wheeland | PA | 16161 | |
| Stephens Mrazing Supplies | 713 Wiggins Creek Dr | | | | Veter | NY | 46094 | |
| Stephens Patricia | 5318 Northwistman Ave Apt 2 | | | | Beane | IN | 46604 | |
| Stephens Ralph D | 5612 Leibold Dr | | | | Dayton | OH | 53404-1560 | |
| Stephens Richard | 100 Blumesside Dr | | | | Glencoe | AL | 45424-3832 | |
| Stephens Robert | 925 Warburton Dr | | | | Troywood | OH | 35905 | |
| Stephens Rodrig | 1536 Courter | | | | Troywood | OH | 45426 | |
| Stephens Roger | 2214 Presner Dr | | | | Englewood | OH | 45427 | |
| Stephens Ronald | 2214 Presner Dr | | | | Englewood | OH | 45427 | |
| Stephens Ronald D | 11890 Willow Circle | | | | Callsville | OK | 74021 | |
| Stephens Ronnie D | | | | | Calaca | OK | 74015 | |
| Stephens Shadia | 20 Camier Ave | | | | New Brunswick | NJ | 8901 | |
| Stephens Souque | 540 Iino Dr 4 | | | | Dayton | OH | 45405 | |
| Stephens Suzanne M | 3236 Chapel Rd | | | | Anderson | IN | 46012-9253 | |
| Stephens Thomas E | 438 Merin Ave | | | | Royal Oak | MI | 48067 | |
| Stephens Thomas E | 438 Merin Ave | | | | Royal Oak | MI | 48067 | |
| Stephens William Michael | 34697 Fountain Blvd | | | | Westland | MI | 48185-3436 | |
| Stephens William R | 11292 Morris Dr | | | | Nashlon | AL | 35756-4330 | |
| Stephenson & Lawyer Inc | 3831 Patterson Ave | | | | Grand Rapids | MI | 49518-8834 | |
| Stephenson & Lawyer Inc | 3831 Patterson Ave Se | | | | Grand Rapids | MI | 49518-8834 | |
| Stephenson & Lawyer Inc | PO Box 8834 | PO Box 8834 | | | Grand Rapids | MI | 49518-8834 | |
| Stephenson & Sons Roofing Inc | 21 Fox 2416 | | | | Fort Mill | SC | 29501-6216 | |
| Stephenson Arthur M | 7734 County Rd 221 | | | | Timberlaw | NC | 28688 | |
| Stephenson Bradley | 2556 County Rd 317 | | | | Tisbury | AL | 35673-4111 | |
| Stephenson Hue Benguet Center | 1204 W St Rd 15 | | | | Madison | AL | 35650-9059 | |
| Stephenson Inc | 25000 N Chrysler Dr | | | | Denver | IN | 46926 | |
| Stephenson Inc | 3089 Associates Dr | | | | Hazel Pk | MI | 48030 | |
| Stephenson Jeff L | 510 E Oak St S | | | | Barton | MI | 48505-1302 | |
| Stephenson Jerry | 510 E Oak Ave | | | | Kalamazoo | MI | 49001-0701 | |
| Stephenson Lynn H | 3117 S 403 E | | | | Penningsburg | OH | 45342 | |
| Stephenson John | 715 Spring Ave | | | | Kokomo | IN | 46902 | |
| Stephenson John | 1461 N Cr 600 W | | | | Nila | OH | 44446-2957 | |
| Stephenson John | 3731 Blittersweel Dr | | | | Yorktown | IN | 47396 | |
| Stepherson Julia R | 3731 Blittersweel Dr | | | | Columbiaville | MI | 48421 | |
| Stepherson Maria | Section One Rd | | | | Columbiaville | MI | 48421-8825 | |
| Stepherson Robert | 2598 Edgewood Rd | | | | Elmhurst | OH | 43083 | |
| Stepherson Ronald L | PO Box 575 | | | | Stoughton | MA | 01559 | |
| Stepherson Ryan | PO Box 249 | | | | Alyssa | AL | 35611 | |
| Stepherson Stanley | PO Box 249 | | | | Lapel | IN | 45651-0575 | |
| Stepherson Tree Surgeon & Co | 111 Co Rd 156 | | | | Wilson | NY | 14172 | |
| Stepherson Tree Surgeon & Co | 4169 N Belsay | | | | Town Creek | AL | 356725 | |
| Stepherson Virginia L | 4169 N Belsay | | | | Flint | MI | 48906 | |
| Stepherson W A | 2316 East Lower Springboro Rd | | | | Flint | MI | 48906 | |
| Stepherson Laura A | 5689 Baymiller Rd | | | | Wynneville | OH | 45968-4336 | |
| Stepherson William | 1225 Volrich Dr | | | | Wynneville | OH | 45968-4336 | |
| Stepherson William | 2245 Walling Rd | | | | Leopold | NY | 14094-9650 | |
| Stepherson William | 2900 N Apperson Way Tlr 275 | | | | Flagstaff | GA | 31760-0000 | |
| Stepherson William | 2900 N Apperson Way Tlr 275 | | | | Columbus | OH | 43207-3449 | |
| Stepherson William | 2900 N Apperson Way Tlr 275 | | | | Columbus | OH | 43207-3449 | |
| Stepherson William | 2900 N Apperson Way Tlr 275 | | | | Columbus | OH | 43207-3449 | |
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| Stepherson William | 2900 N Apperson Way Tlr 275 | | | | Columbus | OH | 43207-3449 | |
| Stepherson William | 2900 N Apperson Way Tlr 275 | | | | Columbus | OH | 43207-3449 | |
| Stepherson William | 2900 N Apperson Way Tlr 275 | | | | Columbus | OH | 43207-3449 | |
| Stepherson William | | | | | | | | |

1/11/2008 6:53 PM
Creditor Matrix service list

Dolph Corporation
Creditor Matrix

| Creditor Name | Address1 | Address2 | Address3 | Address4 | City | State | Zip | Country |
|---|------------------------------|-------------------------|----------------------|----------|-----------------|-------|-------------------------|---------|
| Tarrant County Child Support Act Of O Hurd 322 160692 | PO Box 951014 | | | | Fort Worth | TX | 76161 | |
| Tarrant County College | 5301 Campus Dr | | | | Fort Worth | TX | 76104-1144 | |
| Tarrant County Jr College | Bursam Office | 1500 Houston | | | Fort Worth | TX | 76102 | |
| Tarrant County Junior College | District Northeast Campus | 828 Harwood Rd | | | Hurst | TX | 76064-2389 | |
| Tarrant County Junior College | Fmy Junior College | 2100 Tye Pkwy | | | Arlington | TX | 76018 | |
| Tarrant County Junior College | Northwest Campus | 4801 Marine Creek Pkwy | Rmt Chg 10 01 Wh | | Fort Worth | TX | 76178 | |
| Tarrant County Junior College | South Campus | 5301 Campus Dr | | | Fort Worth | TX | 76118 | |
| Tarrant County Junior College Business Office | 1500 Houston | | | | Fort Worth | TX | 76102 | |
| Tarrant County Junior College District Northeast Campus | 828 Harwood Rd | | | | Hurst | TX | 76064-2389 | |
| Tarrant County Junior College Northwest Campus | 4801 Marine Creek Pkwy | | | | Fort Worth | TX | 76178 | |
| Tarrant County Junior College South Campus | 5301 Campus Dr | | | | Fort Worth | TX | 76102 | |
| Tarrant County Tax Assessor | Collector | PO Box 951018 | | | Fort Worth | TX | 76161-0018 | |
| Tarrant County Tax Assessor Collector | Act Of Jose Ernest Vidal | Cc231-11773 Acc-0060102 | 100 N Houston 3rd Fl | | Fort Worth | TX | 76161 | |
| Tarrant County Child Support Off | PO Box 951013 | | | | Fort Worth | TX | 76161 | |
| Tarrant County Child Support Off | Act Of Larry W Lewis | Case 0064721 | 300 Civil Court Bldg | | Fort Worth | TX | 40104-2214 | |
| Tarrant County Child Support Off | 5008 Blended Trail | | | | Rockwall | TX | 48652-3706 | |
| Tarrant County Child Support Off Act Of Larry W Lewis | 5357 Strobel Rd | | | | Saginaw | MI | 48608 | |
| Tarrant J | 1301 E Vienna Rd | | | | Clio | MI | 48420 | |
| Tarso Helen | 1502 N Lynch Ave | | | | Flint | MI | 48506 | |
| Tart Sarah | 375 Urban St | | | | Buffalo | NY | 14211 | |
| Tart Lisa R | 39400 Edwards Dr | | | | Bed Air | MD | 21015-1014 | |
| Tataglia Frank | 385 Pk St | | | | New Hudson | MI | 48165 | |
| Tatan Tool Company | PO Box 55 24a | | | | Troy | MI | 48063-2773 | |
| Tatan Tool Company | PO Box 67000 | | | | Detroit | MI | 48207-2424 | |
| Tatan Tool Company | 1608 The Queensway | | | | Toronto | ON | M8Z 1V4 Canada | |
| Tatan Trans International Inc | 44 Corbel Way | | | | Newman | GA | 30265-3943 | |
| Tarte Christopher | 11116 N 182 E Ave | | | | Ovasso | OK | 74055 | |
| Tarter Ricky D | 7188 Campbell Rd | | | | Flint | MI | 48505 | |
| Tatrick Daniel | 200 Westmoreland Dr | | | | Saginaw | MI | 48503 | |
| Tatrick Zola | 38100 Covance Dr | | | | Saginaw Heights | MI | 48314 | |
| Tatus Products Inc | 220 Ewing Ave Apt 108 | | | | Saginaw | MI | 48304 | |
| Taver Celebra | 3576 Conalynn Dr | | | | Clayton | OH | 43315 | |
| Taver Justin | 52 Galewood Ln | | | | Williamsville | NY | 14221 | |
| Taver Norma | 5521 Windemere | | | | Grand Blanc | MI | 48439 | |
| Taver Patricia | 515 George Wallace Apt C18 | | | | Gadsden | AL | 35603 | |
| Taver Sherie | Goodfense Rd | | | | Liverpool | IL | 60007 | |
| Tawans Asphalt Co Ltd | Acad Chg 5 11 98 | | | | Chicago | IL | 60603 | |
| Tax Air Cargo Usa Inc | 26460 Edison Rd | | | | Chicago | IL | 60634 | |
| Taxco Inc | 2201 N Lafayette St | | | | Kokomo | IN | 46901-1403 | |
| Tash Sheryl | 6134 Dorwood | | | | Saginaw | MI | 48601 | |
| Taylor Aaron | 3290 Dixie Ct | | | | Saginaw | MI | 48601-3917 | |
| Taylor Robert A | 3882 Red Root Rd | | | | Orion | MI | 48360 | |
| Tasler Angelica | 410 Timberwood Trail | | | | Orionville | MI | 48462 | |
| Tasler Daryl | 3982 Red Root Rd | | | | Late Orion | MI | 48360 | |
| Tasler Donald | 442 1/2 Elm Court | | | | Kokomo | IN | 46901 | |
| Tasler Craig | 333 Elm St | | | | Dubuque | IN | 46728 | |
| Tasler David | 333 Elm St | | | | Dubuque | IN | 46728 | |
| Tasler Inc | 1086 Chawell Dr | | | | Dubuque | IN | 46728 | |
| Tasler Rickie | 1086 Chawell Dr | | | | Dubuque | IN | 46728 | |
| Taste Of Home | PO Box 892 | | | | Dubuque | IN | 46728 | |
| Taste Of Home Reiman Publications | PO Box 892 | | | | Dubuque | IN | 46728 | |
| Tat Tran Le | 12385 Vain Circle | | | | Grandale | WI | 53128-0682 | |
| Tata America Intl Corp | Tata & Sons | | | | Grandale | WI | 53128-0682 | |
| Tata America Intl Corp Tata & Sons | 101 Park Ave 26th Fl | | | | Bloomfield | CO | 80502 | |
| Tata America Intl Corp Tata & Sons | 101 Park Ave 26th Fl | | | | New York | NY | 10178 | |
| Tata Consultancy Services | 250 E 5th St 1500 | | | | New York | NY | 10178 | |
| Tata Consultancy Services | 14 Winter Hazet Court | | | | Channahon | IL | 61522-1172 | |
| Tata Emelio | 3 Pk Ave | | | | Rochester | NY | 14608-4843 | |
| Tata Incorporated | 18 Grosvenor Pl | | | | New York | NY | 10016 | |
| Tata Limited | Bombay House 24 Homi Mody St | | | | London | UK | SW6X 7HS United Kingdom | |
| Tata Motors Ltd | 101 Park Ave 26th Fl | | | | Mumbai | IN | 400001 India | |
| Tata Sons Ltd | Tata Consultancy Services | | | | New York | NY | 10178 | |
| Tata Sons Ltd | 250 E 5th St 1500 | | | | Cincinnati | OH | 45202-4172 | |
| Tata & Sons | 1801 Lockwood Rd Ste 5 | | | | Medford | NJ | 8055 | |
| Tata & Sons | 1801 Lockwood Rd Ste 5 | | | | Medford | NJ | 8055 | |
| Tata and Tata | PO Box 4337 | | | | Saginaw | MI | 48608-4337 | |
| Tata Andrew | 814 E Holland Ave | | | | Saginaw | MI | 48601-2922 | |
| Tata Charles | 5306 Rosa Ct | | | | Sweet Creek | MI | 48473 | |
| Tate Earl | 2146 Towelfine Rd | | | | Saginaw | MI | 48601 | |
| Tate Howard | 715 James St | | | | Canon | MS | 39046 | |
| Tate Janice | | | | | | | | |

[illegible]

| CreditorName | Address1 | Address2 | Address3 | Address4 | City | State | Zip | Country |
|---|---|--------------------------|----------|----------|---------------------|--------|----------------|---------|
| Uniqur Marian | 2608 Locust Ct E | | | | Kansas | OH | 44902-2952 | |
| Unihelz Dickle Corp | 8750 Ferguson Rd | | | | Stratboro | OH | 44341 | |
| Unihelz Dickle Corp | 8 Broadside Dr | | | | Wallingford | CT | 06401-1823 | |
| Unihelz Dickle Corp | 8 Broadside Dr | | | | Wallingford | CT | 06402-182 | |
| Unihelz Dickle Corporation | 8 Broadside Dr | Barnes Industrial Pk | | | North Wallingford | CT | 06402-1823 | |
| Accounts Payable | 1350 Jarvis | | | | Fennelle | MI | 48220 | |
| Uni Bond Brake Inc | 1350 Jarvis | | | | Fennelle | MI | 48220-2011 | |
| Uni Bond Brake Inc | 1350 Jarvis St | | | | Fennelle | MI | 48220-2011 | |
| Uni Bond Brake Inc | 1350 Jarvis St | | | | Fennelle | MI | 48220-2011 | |
| Uni Bond Brake Inc ER | 1350 Jarvis | | | | Fennelle | MI | 48220-2011 | |
| Uni Bond Extusion L LC | c/o Bashko & Thomas Internatio | 2295 N Opokwe Ste D | | | Auburn Hills | MI | 48326 | |
| Uni Bond Extrusions Eft | 3909 Research Blvd | | | | Dayton | OH | 45430-2108 | |
| Uni Bond Extrusions Eft | Formy Eldon Extrusions Inc | 3909 Research Blvd | | | Dayton | OH | 45430-2108 | |
| Uni Bond Extrusions Lt | 3909 Research Blvd | | | | Dayton | OH | 45430-2108 | |
| Uni Bond Extrusions Lt Fomly | Eldon Extrusions Inc | 3909 Research Blvd | | | Dayton | OH | 45430-2108 | |
| Uni Bulk Inc | 4404 Euclid Ave | | | | East Chicago | IN | 46312 | |
| Uni Bulk Inc | 1541 S Saginaw St | | | | Pint | MT | 48507-285 | |
| Uni Bulk Corp 214 | 260 Main St | | | | Grenville | SC | 29605 | |
| Uni Fil Co | 18401 North 25th Ave F | | | | Phoenicia City | AZ | 94061-5023 | |
| Uni Fix | 30308 Yorkshire | | | | Madison Heights | MI | 48071 | |
| Uni Gage & Tool Co | 30308 Yorkshire | | | | Madison Heights | MI | 48071 | |
| Uni Gage & Tool Co | 30308 Yorkshire | | | | Madison Heights | MI | 48071 | |
| Uni Mec Sfr | Via San Vito 1 | | | | Villanova Canavesse | MI | 48071 | |
| Uni Select | 170 Bond Industrial | | | | Boucherville | QC | 10070 lla | |
| Uni Select No Brampton | 145 Walker Dr | | | | Brampton | ON | JAB 2X3 Canada | |
| Uni Solid Inc | 170 Industrial | | | | Southernville | PQ | JAB 2X3 Canada | |
| Uni Solid Inc | 80 Rooney Crescent | | | | Muskegon | MI | JAB 2X3 Canada | |
| Uni Solid Inc | U S E D M Systems | | | | Frankfort | IL | 60423 | |
| Uni Tek Manufacturing Co | 1010 Lambrecht Rd | | | | Frankfort | IL | 60423 | |
| Uni Tek Manufacturing Company | 4404 Euclid Ave | | | | East Chicago | IL | 46312 | |
| Unibulk | 233 S Wacker | | | | Chicago | IL | 60606 | |
| Unicare | Fmly Rush Prudential 121c | | | | Chicago | IL | 60673-1222 | |
| Unicars | 22234 Network Pl | | | | San Clemente | CA | 92673 | |
| Unicom Industries | 1100 Calle Corallera | | | | San Clemente | CA | 92672 | |
| Unicom Industries Inc | 1100 Calle Corallera | | | | Lithonia | GA | 30058 | |
| Unicom Industries Inc | 8182 Southpark Ln | | | | Lithonia | GA | 30058 | |
| Unidirectl Inc | 3725 Nicholson Rd | | | | Franksville | WI | 53128-0606 | |
| Unico Inc | 3725 Nicholson Rd | | | | Franksville | WI | 53128-0606 | |
| Unico Inc | Bin No 88 493 | | | | Milwaukee | WI | 53288-0403 | |
| Unico Test Inc | Innolet Inc | 38333 Sunset Knolls Dr | | | Thousand Oaks | CA | 91362 | |
| Unico Systems Inc | 327 Dahlonega Rd Ste 1401 | | | | Cumming | GA | 30040 | |
| Unico Systems Inc | 327 Dahlonega St Ste 1401 | Box 460 | | | Cumming | GA | 30040 | |
| Unio Federal | 195 Jackson Express Way | | | | San Jose | CA | 95120 | |
| Unio Federal Prison Ind I | 1101 John A Dunlap Rd | | | | Memphis | TN | 38113 | |
| Unio Federal Prison Ind I | 3301 Leansdown Rd | | | | Memphis | TN | 38113 | |
| Unioform Elec Compts | Three Rivers Tx Fcl | Hwy 72 West | | | Three Rivers | TX | 40511-5795 | |
| Unioform Manufacturing Eft | 81 No 8 Ln 7 | | | | Wu Gu Shiang Tajpai | TAIWAN | 248 Taiwan | |
| Unioform Manufacturing Eft | PO Box 186 | Wa-chuan Rd | | | Pine Brook | NJ | 7058 | |
| Unioform Mig Screw Products Inc | 333 Changebridge Rd | | | | Pine Brook | NJ | 7058 | |
| Unioform Co | PO Box 186 | | | | Pine Brook | NJ | 70580186 | |
| Unioform Corp Of Western | 740 Havertford Rd | | | | Brynmarw | PA | 18010 | |
| Unioform Solutions | 2416 North Main St | | | | Warsaw | NY | 14569 | |
| Unioform Solutions | 2416 N Main St | Updt Per Ltr 06 10 05 Lc | | | Warsaw | NY | 14569 | |
| Accounts Payable | 8801 80th Ave | | | | Pleasant Prairie | WI | 53158 | |
| Unified Solutions Inc | 8801 80th Ave | | | | Pleasant Prairie | WI | 53158 | |
| Unified Systems | 26532 Grosbeck Hwy | | | | Warren | MI | 48088 | |
| Unified Systems Corporation In | 26532 Grosbeck Hwy | | | | Warren | MI | 48088 | |
| Unified Treasury | Office Of County Treasurer | PO Box 175013 | | | Kansas City | KS | 66117-5013 | |
| Unified Treasury Office Of County Treasurer | Wyandotte County | PO Box 175013 | | | Kansas City | KS | 66117-5013 | |
| United Color Company Corp | 8 | | | | El Paso | TX | 79915 | |
| United Corp | 8820 Commerce Ave | | | | El Paso | TX | 79925 | |
| United Corp | 8820 Commerce Ave | | | | El Paso | TX | 79915 | |
| United Corp | 8820 Commerce Ave | | | | El Paso | TX | 79915 | |
| United Corp | 8820 Commerce Ave | | | | El Paso | TX | 79915 | |
| Uniflex Inc | 7630 Cecilin Dr | | | | North Little Rock | AR | 72118 | |
| Uniflex Electronics Company | PO Box 5786 | | | | Holland | MI | 48423 | |
| Uniflex Color Company Corp | 260 W 7th Ave | | | | Collegeville | PA | 18429-0992 | |
| Uniflex Corp | 260 W 7th Ave | | | | Collegeville | PA | 18429-0992 | |
| Uniflex Corp | Stephan H Greas Cheryl R Storie Stephen L Yonay | | | | Buffalo | NY | 14203-2391 | |
| Uniflex Corp | 2351 Whitpool St | One M&T Pk Ste 2000 | | | Buffalo | NY | 14203-2413 | |
| Uniflex Corp | PO Box 10895 | Fmly Carbonium Co | | | Chicagat | OH | 43271-0885 | |
| Uniflex Corporation | PO Box 10895 | | | | Buffalo | NY | 14203-2391 | |
| Uniflex Corporation | 2351 Whitpool St | One M&T Plaza Ste 2000 | | | Buffalo | NY | 14203-2391 | |
| Unigraphics | 4854 PK Lake Rd | | | | East Lansing | MI | 48823 | |
| Unigraphics Print & Copy | 4854 PK Lake Rd | | | | East Lansing | MI | 48823 | |
| Unigraphics Print and Copy | 4854 PK Lake Rd | | | | East Lansing | MI | 48823 | |
| Unigraphics Print and Copy | 4854 PK Lake Rd | | | | East Lansing | MI | 48823 | |

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EXHIBIT 8

CERTIFIED TRANSCRIPT

- 1 -

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

Case No. 05-44481 (RDD); Adv. Proc. No. 07-02619 (RDD);

Adv. Proc. No. 07-02242 (RDD); Adv. Proc. No. 07-02256 (RDD);

Adv. Proc. No. 07-02333 (RDD); Adv. Proc. No. 07-02580 (RDD);

Adv. Proc. No. 07-02661 (RDD); Adv. Proc. No. 07-02743 (RDD);

Adv. Proc. No. 07-02768 (RDD); Adv. Proc. No. 07-02769 (RDD);

Adv. Proc. No. 07-02790 (RDD); Adv. Proc. No. 07-02076 (RDD);

Adv. Proc. No. 07-02084 (RDD); Adv. Proc. No. 07-02096 (RDD);

Adv. Proc. No. 07-02125 (RDD); Adv. Proc. No. 07-02177 (RDD);

Adv. Proc. No. 07-02188 (RDD); Adv. Proc. No. 07-02211 (RDD);

Adv. Proc. No. 07-02212 (RDD); Adv. Proc. No. 07-02236 (RDD);

Adv. Proc. No. 07-02250 (RDD); Adv. Proc. No. 07-02262 (RDD);

Adv. Proc. No. 07-02270 (RDD); Adv. Proc. No. 07-02291 (RDD);

Adv. Proc. No. 07-02328 (RDD); Adv. Proc. No. 07-02337 (RDD);

Adv. Proc. No. 07-02348 (RDD); Adv. Proc. No. 07-02432 (RDD);

Adv. Proc. No. 07-02436 (RDD); Adv. Proc. No. 07-02449 (RDD);

Adv. Proc. No. 07-02479 (RDD); Adv. Proc. No. 07-02525 (RDD);

Adv. Proc. No. 07-02534 (RDD); Adv. Proc. No. 07-02539 (RDD);

Adv. Proc. No. 07-02551 (RDD); Adv. Proc. No. 07-02581 (RDD);

Adv. Proc. No. 07-02597 (RDD); Adv. Proc. No. 07-02618 (RDD);

Adv. Proc. No. 07-02623 (RDD); Adv. Proc. No. 07-02659 (RDD);

Adv. Proc. No. 07-02672 (RDD); Adv. Proc. No. 07-02702 (RDD);

Adv. Proc. No. 07-02723 (RDD); Adv. Proc. No. 07-02743 (RDD);

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 2 -

1 Adv. Proc. No. 07-02744 (RDD); Adv. Proc. No. 07-02750 (RDD);

2 Adv. Proc. No. 07-02188 (RDD)

3 ----- -x

4 In the Matter of:

5 DPH HOLDINGS CORP., et al.,

6 Reorganized Debtors.

7 ----- -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 SETECH INC., et al.,

12 Defendants.

13 ----- -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 DUPONT COMPANY, et al.,

18 Defendants.

19 ----- -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 ECO-BAT AMERICA LLC,

24 Defendant.

25 ----- -x

1 ----- -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 GLOBE MOTORS INC.,

6 Defendant.

7 ----- -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 PHILIPS SEMICONDUCTOR, et al.,

12 Defendants.

13 ----- -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 SUMMIT POLYMERS INC.,

18 Defendant.

19 ----- -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 M & Q PLASTIC PRODUCTS, et al.,

24 Defendants.

25 ----- -x

1 ----- -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 RSR CORPORATION, et al.,

6 Defendants.

7 ----- -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 RSR/ECOBAT,

12 Defendant.

13 ----- -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 TYCO et al.,

18 Defendants.

19 ----- -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 AHAUS TOOL & ENGINEERING INC.,

24 Defendant.

25 ----- -x

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 A 1 SPECIALIZED SVC & SUPP., INC.,

6 Defendant.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 A-1 SPECIALIZED SERVICES,

12 Defendant.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 ATS AUTOMATION TOOLING SYSTEMS INC., et al.,

18 Defendants.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 CORNING INC., et al.,

24 Defendants.

25 - - - - -x

1 ----- -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 CRITECH RESEARCH INC.,

6 Defendant.

7 ----- -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 DOSHI PRETTL INTERNATIONAL, et al.,

12 Defendants.

13 ----- -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 D & R TECHNOLOGY LLC, et al.,

18 Defendants.

19 ----- -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 DSSI, et al.,

24 Defendants.

25 ----- -x

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 DANOBAT MACHINE TOOL CO. INC.,

6 Defendant.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 EDS, et al.,

12 Defendants.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 BP, et al.,

18 Defendants.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 CARLISLE, et al.,

24 Defendants.

25 - - - - -x

1 -----x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 GKNS INTERMETALS,

6 Defendant.

7 -----x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 EX-CELL-O MACHINE TOOLS INC.,

12 Defendant.

13 -----x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 JOHNSON CONTROLS, et al.,

18 Defendants.

19 -----x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 NILES USA INC., et al.,

24 Defendants.

25 -----x

1 -----x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 METHODE ELECTRONICS INC., et al.,

6 Defendants.

7 -----x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 MICROCHIP,

12 Defendant.

13 -----x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 HEWLETT PACKARD, et al.,

18 Defendants.

19 -----x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 OLIN CORP,

24 Defendant.

25 -----x

1 -----x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 INTEC GROUP,

6 Defendant.

7 -----x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 VALEO, et al.,

12 Defendants.

13 -----x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 VANGUARD DISTRIBUTORS,

18 Defendant.

19 -----x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 VICTORY PACKAGING, et al.,

24 Defendants.

25 -----x

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 WAGNER-SMITH COMPANY,

6 Defendant.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 WELLS FARGO BUSINESS, et al.,

12 Defendants.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 SELECT TOOL & DIE CORP.,

18 Defendant.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 SHUERT INDUSTRIES INC.,

24 Defendant.

25 - - - - -x

- 12 -

1 ----- -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 SUMITOMO, et al.,

6 Defendants.

7 ----- -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 TECH CENTRAL,

12 Defendant.

13 ----- -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 PRUDENTIAL RELOCATION, et al.,

18 Defendants.

19 ----- -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 LDI INCORPORATED,

24 Defendant.

25 ----- -x

- 13 -

1 ----- -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 M & Q PLASTIC PRODUCTS, et al.,

6 Defendants.

7 ----- -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 REPUBLIC ENGINEERED PRODUCTS, et al.,

12 Defendants.

13 ----- -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 RIECK GROUP LLC,

18 Defendant.

19 ----- -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 CRITECH RESEARCH INC.,

24 Defendant.

25 ----- -x

1 U.S. Bankruptcy Court
2 300 Quarropas Street
3 White Plains, New York
4

5 July 22, 2010

6 10:20 AM
7

8
9 B E F O R E:

10 HON. ROBERT D. DRAIN

11 U.S. BANKRUPTCY JUDGE
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RE: ADV. PROC. NO. 07-02619 (RDD):

HEARING re Setech, Inc.'s Motion to Vacate and to Dismiss
(Docket No. 20094)

RE: CASE NO. 0544481 (RDD):

HEARING re Joinder of E. I. du Pont de Nemours and Company to
Motions (I) to Vacate Prior Orders Establishing Procedures for
Certain Adversary Proceedings, Including Those Commenced by the
Debtors Under 11 U.S.C. Sections 541, 544, 545, 547, 548, or
549, and Extending the Time to Serve Process for Such Adversary
Proceedings, (II) Pursuant to Fed. R. Civ. P. 12(b) and Fed. R.
Bankr. P. 7012(b) Dismissing the Adversary Proceeding with
Prejudice, or (III) in the Alternative, Dismissing the
Adversary Proceeding on the Ground of Judicial Estoppel (Docket
No. 19999)

RE: ADV. PROC. NO. 07-02242 (RDD):

HEARING re Statement Of E. I. Du Pont De Nemours And Company
And Its Affiliates In Support Of Certain Reply Briefs Filed
With Respect To Motions (I) To Vacate Prior Orders Establishing
Procedures For Certain Adversary Proceedings, Including Those
Commenced By The Debtors Under 11 U.S.C. Sections 541, 544,
545, 547, 548, Or 549, And Extending The Time To Serve Process
For Such Adversary Proceedings, (II) Pursuant To Fed. R. Civ.

- 16 -

1 P. 12(b) And Fed. R. Bankr. P. 7012(b), Dismissing The
2 Adversary Proceeding With Prejudice, Or (III) In The
3 Alternative, Dismissing The Adversary Proceeding On The Ground
4 Of Judicial Estoppel (Docket No. 20323)

5
6 RE: ADV. PROC. NO. 07-02256 (RDD):

7 HEARING re Complaint against Defendant 200A.

8
9 RE: ADV. PROC. NO. 07-02333 (RDD):

10 HEARING re Replies in Support of Motions (I) to Vacate Prior
11 Orders Establishing Procedures for Certain Adversary
12 Proceedings, Including Those Commenced by the Debtors Under 11
13 USC Sections 541, 544, 545, 547, 548, or 549, and Extending the
14 Time to Serve Process for Such Adversary Proceedings, (II)
15 Dismissing the Adversary Proceeding with Prejudice, or (III) In
16 The Alternative, Dismissing the Adversary Proceeding on the
17 Grounds of Judicial Estoppel (Docket No. 20341)

18
19 RE: ADV. PROC. NO. 07-02580 (RDD):

20 HEARING re Joinder Of Philips Semiconductor, Philips
21 Semiconductors, And Philips Semiconductors, Inc (N/K/A NXP
22 Semiconductors USA, Inc.) To (I) Reply Memorandum Of Law In
23 Support Of Motions Of Affinia, GKN, MSX And Valeo To: (A)
24 Vacate Certain Prior Orders Of The Court; (B) Dismiss The
25 Complaint With Prejudice; (C) And (D) Dismiss Claims Based On

- 17 -

1 Assumption Of Contracts; Or (E) In The Alternative, To Require
2 Plaintiffs To File A More Definite Statement And (II) Reply Of
3 HP Enterprise Services, LLC And Affiliates In Support Of Their
4 Motion For An Order Dismissing The Complaint With Prejudice,
5 And Vacating Certain Prior Orders Pursuant To Fed. R. Civ. P.
6 60 And Fed. R. Bankr. P. 9024 (Docket No. 20353)

7
8 ADV. PROC. NO. 07-02661 (RDD):

9 HEARING re Joinder Of Summit Polymers, Inc. To Motions (I) To
10 Vacate Prior Orders Establishing Procedures For Certain
11 Adversary Proceedings, Including Those Commenced By The Debtors
12 Under 11 U.S.C. Sections 541, 544, 545, 547, 548, Or 549, And
13 Extending The Time To Serve Process For Such Adversary
14 Proceedings; (II) Dismissing The Adversary Proceeding With
15 Prejudice; Or (III) In The Alternative, Dismissing The
16 Adversary Proceeding On The Ground Of Judicial Estoppel (Docket
17 No. 20)

18
19 RE: ADV. PROC. NO. 07-02743 (RDD):

20 HEARING re Joinder Of M&Q Plastic Products L.P. To Motions (I)
21 To Vacate Prior Orders Establishing Procedures For Certain
22 Adversary Proceedings, Including Those Commenced By The Debtors
23 Under 11 U.S.C. Sections 541, 544, 545, 547, 548, Or 549, And
24 Extending The Time To Serve Process For Such Adversary
25 Proceedings, (II) Dismissing The Adversary Proceeding With

- 18 -

1 Prejudice, Or (III) In The Alternative, Dismissing The
2 Adversary Proceeding On The Ground Of Judicial Estoppel (Docket
3 No. 19818)

4
5 RE: ADV. PROC. NO. 07-02768 (RDD):

6 HEARING re Complaint against Defendant 566A, Defendant 566B,
7 Defendant 566C

8
9 RE: ADV. PROC. NO. 07-02769 (RDD):

10 HEARING re Complaint against Defendant 567A

11
12 RE: ADV. PROC. NO. 07-02790 (RDD):

13 HEARING re Motion of Tyco Adhesives LP, and Joinder with
14 Motions of Fin Machine Co. Ltd. and Wagner-Smith Company, for
15 an Order: (I) Pursuant to Fed. R. Civ. P. 60 and Fed. R. Bankr.
16 P. 9024 Vacating Prior Orders Establishing Procedures for
17 Certain Adversary Proceedings, Including Those Commenced by the
18 Debtors Under 11 U.S.C. Sections 541, 544, 545, 547, 548, or
19 549, and Extending the Time to Serve Process for Such Adversary
20 Proceedings, and (II) Pursuant to Fed. R. Civ. P. 12 and Fed.
21 R. Bankr. P. 7012, Dismissing the Adversary Proceeding with
22 Prejudice for Failure to State a Cause of Action Because it is
23 Barred by the Two Year Statute of Limitations, and (III)
24 Pursuant to Fed. R. Civ. P. 12 and Fed. R. Bankr. P. 7012
25 Dismissing the Adversary Proceeding with Prejudice for Failure

- 19 -

1 to State a Cause of Action Because it is Insufficiently Pled,
2 and (IV) Dismissing the Adversary Proceeding on the Ground of
3 Judicial Estoppel, and (V) Dismissing the Adversary Proceeding
4 on the Ground of Laches, or (VI) in the Alternative, Pursuant
5 to Fed. R. Civ. P. 12(e) and Fed. R. Bankr. P 7012(e),
6 Directing a More Definite Statement of the Pleadings (Docket
7 No. 20089)

8
9 RE: CASE NO. 05-44481 (RDD):

10 HEARING re Reply And Joinder In Further Support Of Motion Of
11 Johnson Controls, Johnson Controls Battery Group, Johnson
12 Controls GMBH & Co. KG And Johnson Controls, Inc. To: (A)
13 Vacate Certain Prior Orders Of The Court; (B) Dismiss The
14 Complaint With Prejudice; Or (C) In The Alternative, To Dismiss
15 The Claims Against Certain Defendants Named In The Complaint
16 And To Require Plaintiffs To File A More Definite Statement
17 (Docket No. 20298)

18
19 RE: CASE NO. 05-44481 (RDD):

20 HEARING re Response of Reorganized Debtors to Motions to Vacate
21 Certain Orders and Dismiss Adversary Actions filed by Eric
22 Fisher on behalf of DPH Holdings Corp. et al.

23
24 RE: CASE NO. 05-44481 (RDD):

25 HEARING re Joinder Of Vanguard Distributors, Inc. In Further

1 Support Of Motion For Order (I) Vacating Certain Prior Orders;
2 And (II) Dismissing The Adversary Proceeding With Prejudice
3 (Docket No. 20319)
4

5 RE: CASE NO. 05-44481 (RDD):

6 HEARING re Joinder Of Wells Fargo Bank, N.A. (Named Herein As
7 Wells Fargo Business And Wells Fargo Minnesota) To Replies (I)
8 To Vacate Certain Prior Orders Of The Court Pursuant To Fed. R.
9 Civ. P. 60 And Fed. R. Bankr. P. 9024; (II) To Dismiss The
10 Complaint With Prejudice; (III) To Dismiss The Claims Against
11 Certain Defendants Named In The Complaint; Or (IV) In The
12 Alternative, To Require Plaintiffs To File A More Definite
13 Statement (Docket No. 20338)
14

15 RE: CASE NO. 05-44481 (RDD):

16 HEARING re Reply Memorandum Of Law In Support Of Motions Of
17 Affinia, GKN, MSX And Valeo To: (A) Vacate Certain Prior Orders
18 Of The Court; (B) Dismiss The Complaint With Prejudice; (C) And
19 Dismiss The Claims Against Certain Defendants Named In The
20 Complaint; And (D) Dismiss Claims Based On Assumption Of
21 Contracts; Or (E) In The Alternative, To Require Plaintiffs To
22 File A More Definite Statement (Docket No. 20304)
23

24 RE: CASE NO. 05-44481 (RDD):

25 HEARING re Reorganized Debtors' Supplemental Reply To Response

- 21 -

1 Of Claimants To Reorganized Debtors' Objections To Proofs Of
2 Administrative Expense Claim Numbers 18742, 19717, 19719, And
3 20053 (Docket No. 20397)
4

5 RE: CASE NO. 05-44481 (RDD):

6 HEARING re Reorganized Debtors' Supplemental Reply To Response
7 On Behalf Of Claimant To Reorganized Debtors' Objection To
8 Proof Of Administrative Expense Claim Number 19568 Filed On
9 Behalf Of Paullion Roby (Docket No. 20398)
10

11 RE: CASE NO. 05-44481 (RDD):

12 HEARING re Claim Objection Hearing Regarding Claims of New
13 Jersey Self-Insurer's Guaranty Association as Objected to on
14 Reorganized Debtors' Forty-Sixth Omnibus Objection Pursuant To
15 11 U.S.C. Section 503(b) And Fed. R. Bankr. P. 3007 To (I)
16 Disallow And Expunge Certain Administrative Expense (A) Books
17 And Records Claims, (B) Methode Electronics Claims, (C) State
18 Workers' Compensation Claims, (D) Duplicate State Workers'
19 Compensation Claims, (E) Workers' Compensation Claims, (F)
20 Transferred Workers' Compensation Claims, (G) Tax Claims, (H)
21 Duplicate Insurance Claims, And (I) Severance Claims, (II)
22 Disallow And Expunge (A) A Certain Duplicate Workers'
23 Compensation Claim, (B) A Certain Duplicate Tax Claim, And (C)
24 A Certain Duplicate Severance Claim, (III) Modify Certain
25 Administrative Expense (A) State Workers' Compensation Claims

- 22 -

1 And (B) Workers' Compensation Claims, And (IV) Allow Certain
2 Administrative Expense Severance Claims (Docket No. 19711)

3
4 RE: CASE NO. 05-44481 (RDD):

5 HEARING re Notice Of Motion By Methode Electronics, Inc. For An
6 Order (I) Permitting Methode To Continue Post-Petition
7 Litigation With The Reorganized Debtors In Michigan And (II)
8 Overruling The Reorganized Debtors' Timeliness Objection To
9 Methode's Administrative Expense Claims (Docket No. 19895) and
10 Supplement To Motion Of Methode Electronics, Inc. For An Order
11 (I) Permitting Methode To Continue Post-Petition Litigation
12 With The Reorganized Debtors In Michigan And (II) Overruling
13 The Reorganized Debtors' Timeliness Objection To Methode's
14 Administrative Expense Claims (Docket No. 20274)

15
16 RE: CASE NO. 05-44481 (RDD):

17 HEARING re Joinder In Plaintiffs' Omnibus Response To Motions
18 Seeking, Among Other Forms Of Relief, Orders To Vacate Certain
19 Procedural Orders (Docket No. 20226)

20
21 RE: CASE NO. 05-44481 (RDD):

22 HEARING re Reorganized Debtors' Supplemental Reply With Respect
23 To Proofs Of Administrative Expense Claim Numbers 18602 And
24 19712 (New Jersey Self-Insurers Guaranty Association) (Docket
25 No. 20446)

1
2 RE: CASE NO. 05-44481 (RDD):

3 HEARING re Notice of Hearing on Proposed Fifty-Seventh Omnibus
4 Hearing Agenda
5

6 RE: CASE NO. 05-44481 (RDD):

7 HEARING re Notice of Hearing on Proposed Thirty-Fifth Claims
8 Hearing Agenda
9

10 RE: ADV. PROC. NO. 07-02076 (RDD):

11 HEARING re Joinder Of Ahaus Tool & Engineering Inc. To Motions
12 Seeking An Order (I) Pursuant To Fed. R. Civ. P. 60 And Fed. R.
13 Bankr. P. 9024, Vacating Prior Orders Establishing Procedures
14 For Certain Adversary Proceedings, Including Those Commenced By
15 The Debtors Under 11 U.S.C. Sections 541, 544, 545, 547, 548,
16 Or 549, And Extending The Time To Serve Process For Such
17 Adversary Proceedings, (II) Pursuant To Fed. R. Civ. P. 12(b)
18 And Fed. R. Bankr. P. 7012(b), Dismissing The Adversary
19 Proceeding With Prejudice, Or (III) In The Alternative,
20 Dismissing The Adversary Proceeding On The Ground Of Judicial
21 Estoppel And Replies To Debtors' Omnibus Response To Said
22 Motions (Docket No. 20336)
23

24 RE: ADV. PROC. NO. 07-02084 (RDD):

25 HEARING re Motion to Dismiss Adversary Proceeding and for

1 Related Relief filed by Deirdre Woulfe Pacheco on behalf of A 1
2 Specialized SVC & Supp., Inc. (Docket No. 21)

3
4 RE: ADV. PROC. NO. 07-02096 (RDD):

5 HEARING re Motion to Dismiss Adversary Proceeding and for
6 Related Relief filed by Deirdre Woulfe Pacheco on behalf of A-1
7 Specialized Services (Docket No. 22)

8
9 RE: ADV. PROC. NO. 07-02125 (RDD):

10 HEARING re ATS Automation Tooling Systems, Inc.'s Motion and
11 Brief of Defendant to: (A) Vacate Certain Orders of this Court;
12 and (B) Dismiss the Complaint (v. ATS Automation Tooling, et
13 al.) with Prejudice; or (C) in the Alternative, to Dismiss the
14 Claims Against Certain Defendants Named in the Complaint
15 (Docket No. 20088)

16
17 RE: ADV. PROC. NO. 07-02177 (RDD):

18 HEARING re Complaint against Defendant 152A, Defendant 152B,
19 Defendant 152C

20
21 RE: ADV. PROC. NO. 07-02188 (RDD):

22 HEARING re Joinder of Crittech Research Inc. to Motions (I) to
23 Vacate Prior Orders Establishing Procedures for Certain
24 Adversary Proceedings, Including Those Commenced by the Debtors
25 Under 11 U.S.C. Sections 541, 544, 545, 547, 548, or 549, and

- 25 -

1 Extending the Time to Serve Process for Such Adversary
2 Proceeding with Prejudice, or (III) in the Alternative,
3 Dismissing the Adversary Proceeding on the Ground of Judicial
4 Estoppel (Docket No. 20106)

5
6 RE: ADV. PROC. NO. 07-02211 (RDD):

7 HEARING re Doshi Prettl International's Notice of Motion and
8 Brief of Defendant to: (A) Vacate Certain Orders of This Court;
9 and (B) Dismiss the Complaint with Prejudice; or (C) in the
10 Alternative, to Dismiss the Claims Against Certain Defendants
11 Named in the Complaint (Docket No. 20093)

12
13 RE: ADV. PROC. NO. 07-02212 (RDD):

14 HEARING re Joinder of D&R Technology, LLC to Motion (I) To
15 Vacate Prior Orders Establishing Procedures For Certain
16 Adversary Proceedings, Including Those Commenced By The Debtors
17 Under 11 U.S.C. Sections 541, 544, 545, 547, 548, Or 549, And
18 Extending The Time To Serve Process For Such Adversary
19 Proceedings, and (II) In The Alternative, Dismissing The
20 Adversary Proceedings On The Grounds Of Being Barred by the
21 Statute of Limitations and/or Judicial Estoppel

22
23 RE: ADV. PROC. NO. 07-02212 (RDD):

24 HEARING re Joinder of D&R Technology, LLC To Replies to
25 Reorganized Debtors Omnibus Response to Motions Seeking, Among

1 Other Forms of Relief, Orders to Vacate Certain Procedural
2 Orders Previously Entered by This Court and to Dismiss the
3 Avoidance Actions Against the Moving Defendants (Docket No.
4 20344)

5
6 RE: ADV. PROC. NO. 07-02236 (RDD):

7 HEARING re Reply Of DSSI Defendants To The Debtors' Omnibus
8 Response, And Joinder In Further Support Of The Motion Of The
9 DSSI Defendants Seeking An Order (I) Pursuant To Fed. R. Civ.
10 P. 60 And Fed. R. Bankr. P. 9024, Vacating Prior Orders
11 Establishing Procedures For Certain Adversary Proceedings,
12 Including Those Commenced By Delphi Corporation, Et Al. Under
13 11 U.S.C. Sections 541, 544, 545, 547, 548, And/Or 549, And
14 Extending The Time To Serve Process For Such Adversary
15 Proceedings; (II) Dismissing The Adversary Proceeding With
16 Prejudice Pursuant To Fed. R. Civ. P. 12(b) And Fed. R. Bankr.
17 P. 7012(b) (Docket No. 20325)

18
19 RE: ADV. PROC. NO. 07-02250 (RDD):

20 HEARING re Motion of Danobat Machine Tool Co., Inc. for An
21 Order (i) Pursuant to Fed. R. Civ. P. 60 and Fed. R. Bankr. P.
22 9024, relieving it from the effect of prior orders establishing
23 procedures for certain adversary proceedings and extending the
24 time to serve process for such adversary proceedings, and (ii)
25 Pursuant to Fed. R. Civ. P. 12(b) and Fed. R. Bankr. P.

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7012(b), dismissing the complaint with prejudice, or (iii) in
the alternative, dismissing the complaint with prejudice on the
grounds of Laches filed by Carmen H. Lonstein on behalf of
Danobat Machine Tool Co Inc. (Docket No. 12)

RE: ADV. PROC. NO. 07-02262 (RDD):

HEARING re Complaint against Defendant 201A, Defendant 201B,
Defendant 201C, Defendant 201D, Defendant 201E, Defendant 201F,
Defendant 201G

RE: ADV. PROC. NO. 07-02262 (RDD):

HEARING re Reply of HP Enterprise Services, LLC and Affiliates
in Support of their Motion for an Order Dismissing the
Complaint with Prejudice, and Vacating Certain Prior Orders
Pursuant to Fed. R. Civ. P. 60 and Fed. R. Bankr. P. 9024,
dated July 2, 2010 (A.P. 02-02262 Docket No. 31)

RE: ADV. PROC. NO. 07-02270 (RDD):

HEARING re Motion to Dismiss Party filed by Christopher B.
Block on behalf of BP Microsystems Inc. (Docket No. 30)

RE: ADV. PROC. NO. 07-02270 (RDD):

HEARING re Motion to Dismiss Adversary Proceeding /Joinder to
Unifrax Corporation's Motion to Dismiss the Adversary
Proceeding with Prejudice and for the Other Relief Sought

- 28 -

1 Therein filed by James S. Carr on behalf of BP, BP Amoco Corp.,
2 BP Microsystems Inc., BP Products North America Inc., Castrol,
3 Castrol Industrial (Docket No. 26)

4
5 RE: ADV. PROC. NO. 07-02270 (RDD):

6 HEARING re Notice of Hearing filed by Christopher B. Block on
7 behalf of BP Microsystems Inc.

8
9 RE: ADV. PROC. NO. 07-02291 (RDD):

10 HEARING re Motion of Carlisle Companies Incorporated for
11 Judgment on the Pleadings and Joinder to Motions (I) to Vacate
12 Prior Orders Establishing Procedures for Certain Adversary
13 Proceedings, Including Those Commenced by the Debtors Under 11
14 U.S.C. Sections 541, 544, 545, 547, 548 or 549, and Extending
15 the Time to Serve Process for Such Adversary Proceedings, (II)
16 Dismissing the Adversary Proceeding with Prejudice, or (III) in
17 the Alternative, Dismissing the Adversary Proceeding on the
18 Ground of Judicial Estoppel (Docket No. 20082)

19
20 RE: ADV. PROC. NO. 07-02328 (RDD):

21 HEARING re Response to Joinder in Plaintiffs' Omnibus Response
22 to Motions Seeking, Among Other Forms of Relief, Orders to
23 Vacate Certain Procedural Orders

1
2 RE: ADV. PROC. NO. 07-02337 (RDD):

3 HEARING re Joinder And Reply In Support Of Motion By Ex-Cell-O
4 Machine Tools, Inc. Seeking An Order (I) Pursuant To Fed. R.
5 Civ. P. 60 And Fed. R. Bankr. P. 9024 Vacating Prior Orders
6 Establishing Procedures For Certain Adversary Proceedings,
7 Including Those Commenced By The Debtors Under 11 U.S.C.
8 Sections 541, 544, 545, 547, 548, Or 549, And Extending The
9 Time To Serve Process For Such Adversary Proceedings; (II)
10 Pursuant To Fed. R. Civ. P. 12(b) And Fed. R. Bankr. P. 7012
11 Dismissing This Adversary Proceeding With Prejudice; (III) In
12 The Alternative, Dismissing This Adversary Proceeding On The
13 Ground Of Judicial Estoppel; (IV) In The Alternative,
14 Dismissing This Adversary Proceeding On The Ground Of Res
15 Judicata; And (V) In The Alternative, Dismissing This Adversary
16 Proceeding On The Grounds That It Fails To Plead Facts
17 Sufficient To State A Claim For Relief (Docket No. 20361)

18
19 RE: ADV. PROC. NO. 07-02348 (RDD):

20 HEARING re Motion to Dismiss Adversary Proceeding filed by
21 Kathleen Leicht Matsoukas on behalf of Johnson Controls,
22 Johnson Controls Battery Group, Johnson Controls GMBH & Co. KG,
23 Johnson Controls Inc.

1
2 RE: ADV. PROC. NO. 07-02348 (RDD):

3 HEARING re Response to Joinder in Plaintiffs' Omnibus Response
4 to Motions Seeking, Among Other Forms of Relief, Orders to
5 Vacate Certain Procedural Orders
6

7 RE: ADV. PROC. NO. 07-02348 (RDD):

8 HEARING re Reply to Motion filed by Kathleen Leicht Matsoukas
9 on behalf of Johnson Controls, Johnson Controls Battery Group,
10 Johnson Controls GMBH & Co. KG, Johnson Controls Inc.
11

12 RE: ADV. PROC. NO. 07-02414 (RDD):

13 HEARING re Complaint against Defendant 444A, Defendant 444B
14

15 RE: ADV. PROC. NO. 07-02432 (RDD):

16 HEARING re Joinder Of Methode Electronics, Inc. To Motions (I)
17 To Vacate Prior Orders Establishing Procedures For Certain
18 Adversary Proceedings, Including Those Commenced By The Debtors
19 Under 11 U.S.C. Sections 541, 544, 545, 547, 548, Or 549, And
20 Extending The Time To Serve Process For Such Adversary
21 Proceedings, and (II) In The Alternative, Dismissing The
22 Adversary Proceedings On The Grounds Of Being Barred by the
23 Statute of Limitations and/or Judicial Estoppel
24
25

1
2 RE: ADV. PROC. NO. 07-02432 (RDD):

3 HEARING re Replies Of Methode Electronics, Inc. To Reorganized
4 Debtors' Omnibus Response To Motions Seeking, Among Other Forms
5 Of Relief, Orders To Vacate Certain Procedural Orders
6 Previously Entered By This Court And To Dismiss The Avoidance
7 Actions Against The Moving Defendants
8

9 RE: ADV. PROC. NO. 07-02436 (RDD):

10 HEARING re Motion by Microchip Technology Incorporated Seeking
11 an Order (I) Pursuant to Fed.R.Civ.P.60 and Fed.R.Bankr.P.9024,
12 Vacating Prior Order Establishing Procedures for Certain
13 Adversary Proceedings, Including Those Commenced by the Debtors
14 Under 1 U.S.C. Sections 541, 544, 545, 547, 548, or 549, and
15 Extending the Time to Serve Process for Such Adversary
16 Proceedings, (II) Pursuant to Fed.R.Civ.P.12(b) and
17 Fed.R.Bankr.R.7012(b), Dismissing the Adversary Proceeding with
18 Prejudice, or (III) In the Alternative, Dismissing the
19 Adversary Proceeding on the Ground of Judicial Estoppel filed
20 on behalf of Microchip (Docket No. 10)
21

22 RE: ADV. PROC. NO. 07-02449 (RDD):

23 HEARING re Complaint against Defendant 289A, Defendant 289B,
24 Defendant 289C, Defendant 289D, Defendant 289E, Defendant 289F,
25 Defendant 289G

1
2 RE: ADV. PROC. NO. 07-02479 (RDD):

3 HEARING re Complaint against Defendant 460A
4

5 RE: ADV. PROC. NO. 07-02525 (RDD):

6 HEARING re Motion to Dismiss Adversary Proceeding /Motion of
7 Defendant The Intec Group, Inc. to Dismiss and Joinder in
8 Hewlett Packard Company and Affiliates' Motion to Dismiss
9 Plaintiffs' Complaint (A. P. 07-02525 Docket No. 21)
10

11 RE: ADV. PROC. NO. 07-02534 (RDD):

12 HEARING re Joinder In Plaintiffs' Omnibus Response To Motions
13 Seeking, Among Other Forms Of Relief, Orders To Vacate Certain
14 Procedural Orders
15

16 RE: ADV. PROC. NO. 07-02539 (RDD):

17 HEARING re Notice of Motion by Vanguard Distributors, Inc.
18 Seeking an Order (I) Pursuant to Fed. R. Civ. P. 12(b) and Fed.
19 R. Bankr. P. 7012(b), Dismissing The Adversary Proceeding with
20 Prejudice, and (II) Pursuant To Fed. R. Civ. P. 60 and Fed. R.
21 Bankr., P. 9024, Vacating Prior Orders Establishing Procedures
22 for Certain Adversary Proceeding, Including Those Commenced by
23 Delphi Under 11 U.S.C. Sections 541, 544, 545, 547, 548 and/or
24 549, and Extending The Time To Serve Process For Such Adversary
25 Proceedings, Or In the Alternative, (III) Dismissing The

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1 Adversary Proceeding On The Ground of Judicial Estoppel; and
2 (2) Affidavit in Support of Motion filed on behalf of Vanguard
3 Distributors (Docket No. 24)

4
5 RE: ADV. PROC. NO. 07-02539 (RDD):

6 HEARING re Joinder Of Vanguard Distributors, Inc. In Further
7 Support Of Motion For Order (I) Vacating Certain Prior Orders;
8 And (II) Dismissing The Adversary Proceeding With Prejudice
9 (Docket No. 20319)

10
11 RE: ADV. PROC. NO. 07-02541 (RDD):

12 HEARING re Joinder In Plaintiffs' Omnibus Response To Motions
13 Seeking, Among Other Forms Of Relief, Orders To Vacate Certain
14 Procedural Orders

15
16 RE: ADV. PROC. NO. 07-02551 (RDD):

17 HEARING re Notice Of Motion Of Victory Packaging And Victory
18 Packaging LP For An Order (I) Dismissing The Complaint With
19 Prejudice, (II) Vacating Certain Prior Orders Pursuant To Fed.
20 R. Civ. P. 60 And Fed. R. Bankr. P. 9024 and (III) In The
21 Alternative, Requiring A More Definite Statement filed on
22 behalf of Victory Packaging, Victory Packaging LP (Docket No.
23 20)

1
2 RE: ADV. PROC. NO. 07-02581 (RDD):

3 HEARING re Motion to Dismiss Adversary Proceeding and Seeking
4 An Order: (I) Pursuant To Fed. R. Civ. P. 60 And Fed. R. Bankr.
5 P. 9024 Vacating Prior Orders Establishing Procedures For
6 Certain Adversary Proceedings, Including Those Commenced By The
7 Debtors Under 11 U.S.C. Sections 541, 544, 545, 547, 548, Or
8 549, And Extending The Time To Serve Process For Such Adversary
9 Proceedings, And (II) Pursuant To Fed. R. Civ. P. 12(b) And
10 Fed. R. Bankr. P. 7012(b), Dismissing The Adversary Proceeding
11 With Prejudice, Or (III) In the Alternative, Dismissing The
12 Adversary Proceeding
13

14 RE: ADV. PROC. NO. 07-02581 (RDD):

15 HEARING re Response of Reorganized Debtors to Motions to Vacate
16 Certain Orders and Dismiss Adversary Actions filed by Cynthia
17 J. Haffey on behalf of Delphi Corporation, et al.
18

19 RE: ADV. PROC. NO. 07-02597 (RDD):

20 HEARING re Motion to Dismiss Adversary Proceeding Filed by
21 Jeffrey A. Wurst on behalf of Wells Fargo Business, Wells Fargo
22 Minnesota
23

24 RE: ADV. PROC. NO. 07-02618 (RDD):

25 HEARING re Joinder Of Select Industries, Corp. In Further

1 Support Of Motion For Order (I) Vacating Certain Prior Orders;
2 And (II) Dismissing The Adversary Proceeding With Prejudice
3 (Docket No. 20321)
4

5 RE: ADV. PROC. NO. 07-02623 (RDD):

6 HEARING re Joinder of Shuert Industries, Inc. in Motions to:

7 (I) Vacate Certain Prior Orders of the Court Establishing
8 Procedures for Certain Adversary Proceedings, and (II) Dismiss
9 the Complaint with Prejudice (Docket No. 20036)
10

11 RE: ADV. PROC. NO. 07-02623 (RDD):

12 HEARING re Joinder Of Shuert Industries, Inc. In Replies Of
13 Other Preference Defendants In Support Of Joinder Of Shuert
14 Industries, Inc. In Motions To: (I) Vacate Certain Prior Orders
15 Of The Court Establishing Procedures For Certain Adversary
16 Proceedings, And (II) Dismiss The Complaint With Prejudice
17 (Docket No. 20293)
18

19 RE: ADV. PROC. NO. 07-02659 (RDD):

20 HEARING re Joinder of Sumitomo Corporation and Sumitomo Corp.
21 of America to Motions Filed by Various Preference Defendants to
22 (A) Vacate Certain Prior Orders of the Court; (B) Dismiss the
23 Complaint with Prejudice; or (C) in the Alternative, to Dismiss
24 the Claims Against Certain Defendants Named in the Complaint
25 and to Require Plaintiffs to File a More Definite Statement

1 (Docket No. 20086)

2

3 RE: ADV. PROC. NO. 07-02659 (RDD):

4 HEARING re Motion to Dismiss Adversary Proceeding Or, In The
5 Alternative, For Summary Judgment Filed By Lorraine S. McGowen
6 on Behalf of SUMCO USA Sales Corporation f/k/a Sumitomo Sitix
7 Inc.

8

9 RE: ADV. PROC. NO. 07-02659 (RDD):

10 HEARING re Joinder In Plaintiffs' Omnibus Response To Motions
11 Seeking, Among Other Forms Of Relief, Orders To Vacate Certain
12 Procedural Orders

13

14 RE: ADV. PROC. NO. 07-02672 (RDD):

15 HEARING re Joinder Of Tech Central In Motions To: (I) Vacate
16 Certain Prior Orders Of The Court Establishing Procedures For
17 Certain Adversary Proceedings; (II) Dismiss The Complaint With
18 Prejudice; Or (III) In The Alternative, To Require Plaintiffs
19 To File A More Definitive Statement (Docket No. 27)

20

21 RE: ADV. PROC. NO. 07-02702 (RDD):

22 HEARING re Joinder Of Prudential Relocation, Prudential
23 Relocation Inc. And Prudential Relocation Int'l To Reply Papers
24 Filed In Motions (I) To Vacate Prior Orders Establishing
25 Procedures For Certain Adversary Proceedings, Including Those

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Commenced By The Debtors Under 11 U.S.C. Sections 541, 544,
545, 547, 548, Or 549, And Extending The Time To Serve Process
For Such Adversary Proceedings, (II) Dismissing The Adversary
Proceeding With Prejudice, Or (III) In The Alternative,
Dismissing The Adversary Proceeding On The Ground Of Judicial
Estoppel (Docket No. 26)

RE: ADV. PROC. NO. 07-02723 (RDD):

HEARING re Motion to Dismiss Adversary Proceeding

RE: ADV. PROC. NO. 07-02743 (RDD):

HEARING re Motion of M&Q Plastic Products L.P. Seeking an Order
(I) Dismissing the Complaint with Prejudice; (II) Vacating
Certain Prior Orders Pursuant to Fed. R. Civ. P. 60 and Fed. R.
Bankr. P. 9024; and (III) in the Alternative, Requiring a More
Definite Statement (Docket No. 20098)

RE: ADV. PROC. NO. 07-02744 (RDD):

HEARING re Motion to Dismiss Adversary Proceeding and Vacate
Certain Prior Orders filed on behalf of Republic Engineered
Products (Docket No. 19)

RE: ADV. PROC. NO. 07-02750 (RDD):

HEARING re Motion to Dismiss Case filed on behalf of Rieck
Group LLC (Docket No. 24)

1
2 RE: ADV. PROC. NO. 07-02188 (RDD):

3 HEARING re Joinder of Crittech Research Inc. to Motions (I) to
4 Vacate Prior Orders Establishing Procedures for Certain
5 Adversary Proceedings, Including Those Commenced by the Debtors
6 Under 11 U.S.C. Sections 541, 544, 545, 547, 548, or 549, and
7 Extending the Time to Serve Process for Such Adversary
8 Proceeding with Prejudice, or (III) in the Alternative,
9 Dismissing the Adversary Proceeding on the Ground of Judicial
10 Estoppel (Docket No. 20106)

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1 statute of limitations runs, why would I ever think? So --

2 THE COURT: What about the disclosure statement which
3 did to go every creditor?

4 MR. WINSTEN: Well, but the disclosure statement
5 doesn't say you've been sued. It doesn't say who's been sued.

6 THE COURT: It merely says we've reserved this right.

7 MR. WINSTEN: It says unknown people have been sued.
8 They're telling they want everybody in the dark, and that puts
9 me at inquiry where I'm at risk? That doesn't seem right, Your
10 Honor. That just doesn't seem fair. This is -- I think this
11 is still America. It doesn't work that way. It's not my fault
12 they wanted to keep me in the dark. It's not my problem they
13 wanted to keep me in the dark. It's their problem.

14 THE COURT: Well, I guess the issue is, are you really
15 in the dark? I mean, it may depend on the size of the transfer
16 that went to you within ninety days of the petition date.

17 MR. WINSTEN: Your Honor --

18 THE COURT: I mean, usually, when a really big
19 customer files -- or not usually -- but it often happens that
20 if a really big customer files, a vendor will check to see what
21 transfers they got in the first ninety days--

22 MR. WINSTEN: Let's assume --

23 THE COURT: -- before the petition.

24 MR. WINSTEN: -- that's true. Let's take that
25 hypothetical. Let's assume I'm a really big creditor. I got

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1 ten million --

2 THE COURT: Well, not necessarily a big creditor. You
3 know, you just have a relationship and you may have -- you want
4 to see whether we got a big payment within ninety days.

5 MR. WINSTEN: Let's assume I got one. Let's assume I
6 got ten million dollars, out of the ordinary course. All
7 right? Arguably out of the ordinary course -- within the
8 ninety days. Delphi just filed. Oh, my God. I reserve for
9 that ten million. The two years goes by and they never sue. I
10 now, on reserve, I go live my life. Two and a half years
11 later, I get a complaint.

12 THE COURT: Well, but there's a missing step. Should
13 that person be said to have been on notice if they got the
14 disclosure statement that said Delphi has reserved?

15 MR. WINSTEN: How can you be, Your Honor? How is it
16 fair -- how is it right to say I should have been on notice
17 because they said they've sued unspecified people -- they won't
18 tell me who they are -- who are a small subset, when their
19 admitted purpose was to keep me in the dark? Why am I now on a
20 heightened level of inquiry, when they're telling you their
21 goal is to keep me in the dark?

22 THE COURT: Well, at the same time, though, you
23 weren't necessarily in the dark.

24 MR. WINSTEN: I guess what I -- Your Honor, I don't
25 get that argument. I really don't. I hear you saying it. But

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1 if you look at it and you say wait a minute, you've got a
2 plaintiff who's intentionally trying to keep them in the dark,
3 and now we're going to bend over backwards to try to figure out
4 if maybe they might have had an inkling because there were 800
5 cases filed under seal out of 11,000, and maybe that was one of
6 them, and therefore they're charged with knowledge that it's a
7 possibility, and therefore and therefore, that seems --

8 THE COURT: Again, it seems to me, the issue should
9 be, there were none that were served as opposed to that were
10 under seal. Because again, I -- it's as easy -- it's probably
11 easier to inquire about whether I'm one of the 800 than to go
12 searching the docket.

13 MR. WINSTEN: Well, okay. Well, they don't claim
14 by -- I mean, they don't say how many people inquired. And
15 given the --

16 THE COURT: Well, let me ask you -- let's just say
17 someone did inquire and they were told they're on the docket.
18 I know you're saying your clients didn't do this. But say
19 someone did. They say there were people who did that. Why
20 should they have their motion to dismiss granted?

21 MR. WINSTEN: That's a very good point. Let me answer
22 it this way. First, all five of my sets of clients have
23 affidavits in --

24 THE COURT: No, I know. Yours are not in this --

25 MR. WINSTEN: -- they didn't know.

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1 THE COURT: -- yours are not in this group.

2 MR. WINSTEN: We filed a motion. The way the
3 adversary system works is they're supposed to respond. There's
4 not one word from them --

5 THE COURT: No, no. No, that's not -- again, you're
6 talking for like a whole group here, so --

7 MR. WINSTEN: Okay.

8 THE COURT: -- I'm talking now about those who did
9 inquire.

10 MR. WINSTEN: From 177 -- or rather for the 83 moving
11 parties, it was incumbent upon Delphi, if they claim that any
12 of those 83 moving parties had inquired, to tell this Court
13 that they were on notice. This was their opportunity. They
14 haven't said that. Therefore, for purposes of this hearing,
15 none of the 83 inquired.

16 THE COURT: Okay.

17 MR. WINSTEN: Well, I think once Mr. Fisher responds
18 on the 4(m) statute of limitations argument, we're going to
19 need to figure out some organization on the remaining issues,
20 the Iqbal, the abandonment, the res judicata and the no notice
21 whatsoever on due process.

22 THE COURT: Okay. Why don't we deal with the last
23 point. There's nothing in the response that says that any
24 particular movant actually had actual notice, right?

25 MR. FISHER: But I think, Your Honor, the question of

1 actual notice -- the question of actual notice is a fact
2 question. The question of what went out by e-mail, that can be
3 resolved by reference to affidavits of service. But the
4 question of whether any defendant that was in receipt of a
5 preference payment knew that this procedure was going on and
6 knew that it might be among the named defendants is a fact
7 question.

8 THE COURT: Well, what about those people who
9 submitted affidavits that say that they didn't know? Those are
10 uncontroverted, right?

11 MR. FISHER: Without the benefit of taking their
12 deposition, which was not something that we were going to
13 engage in, in advance of a hearing on a motion to dismiss,
14 there's no way to know whether they had actual notice or not,
15 whether they knew or should have known about these motions. I
16 don't think that that's something that can properly be
17 addressed on a motion to dismiss, Your Honor.

18 THE COURT: Okay.

19 MR. FISHER: Your Honor asked about Zapata. And I
20 just wanted to turn to Zapata for a moment, because as Your
21 Honor pointed out, in footnote 7, Judge Jacobs leave open, of
22 course, the question of what would happen where a lower court
23 approves a 4(m) extension, even without good cause. But of
24 course, here we have an express finding of good cause. Your
25 Honor found that on the record after hearing the motion for

EXHIBIT 9



FOCUS - 1 of 5 DOCUMENTS

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October 2, 2007 Tuesday

SECTION: RESTRUCTURING

LENGTH: 605 words

HEADLINE: Delphi Files Secret Preference Claims

BYLINE: Stephen Taub

BODY:

Behind the cover of sealed documents, the bankrupt company sues vendors and others to recoup alleged improper payments.

Bankrupt Delphi Corp. filed more than 700 lawsuits against vendors, other companies and individuals over the weekend, seeking recovery of payments that may have been made outside the ordinary course of business, the Associated Press reported.

However, the names of those being sued are not public knowledge, for the time being. In August, Delphi received permission from U.S. Bankruptcy Judge Robert Drain to seal the lawsuits, since defendants could be alienated if they knew they were being sued, noted the wire service.

The suits targeted up to \$5.5 billion in possibly questionable payments made before the auto parts supplier filed for Chapter 11 in October 2005, according to the AP report. The lawsuits, also called preference claims, are filed by trustees of bankrupt companies against the ailing company's vendors, and the defendants tend to be unsecured trade creditors.

Governed by the U.S. Bankruptcy Code, preference claims are meant to prevent an insolvent company from favoring one creditor at the expense of another. Basically, the bankrupt company has the right to sue vendors to force them to return payments that were made within 90 days of the bankruptcy filing. While the law's rationale may not make immediate sense, its aim is clear. Its purpose is to stop failing companies from doling out payments to preferred vendors just before they go broke.

Under the law, a trustee must file a preference claim within two years of the company's Chapter 11 filing, in most cases. But trustees usually wait until the last possible moment to file a preference suit so as not to ruin the company's relationship with vendors while negotiating bankruptcy settlements with them. Indeed, if the company emerges from Chapter 11, it will need strong vendor relationships to keep the operation viable.

Delphi Files Secret Preference Claims CFO.com October 2, 2007 Tuesday

"The reason Delphi is filing the lawsuits is because its two-year statute of limitation [for preference claims] is running out," posited Hal Schaeffer, president of D&H Credit Services, a trade credit analysis firm that specializes in preference claims research. Delphi requested that the suits be kept sealed while it makes a determination about whether to proceed with the claim, he speculated. "Some companies in Chapter 11 really don't want to go after preference claims unless a gun is held to their head," added Schaeffer.

Calling the move "unusual," Schaeffer said he commends Delphi for coming up with the "unique idea" of sealing the suits, and expects that other companies may try the same legal strategy in the future. However, he added that the secret lawsuits should "scare the heck out of vendors." If Delphi doesn't do well with its reorganization--that is, if the company is negotiating a low return for creditors--the automotive supplier may be forced to pursue the preference claims to increase the pot of cash it uses to pay back creditors.

Nevertheless, Delphi said in the lawsuits that it has no intention of pursuing the claims as long as its emergence from bankruptcy--currently anticipated for January 2008--proceeds as planned, according to AP. If the reorganization plan were to go awry, Delphi would serve the secret lawsuits to their targets.

Reportedly, Delphi could file as many as 1,650 secret lawsuits, each seeking to recoup a minimum of \$250,000 in allegedly improper payments to vendors and insiders. Some of the suits could target Delphi insiders, including top executives, members of the board, and major shareholders who received favorable financial treatment from the company.

LOAD-DATE: October 8, 2007

EXHIBIT 10

From: nysbinfo@nysb.uscourts.gov
Date: October 2, 2009 5:41:37 PM EDT
To: courtmail@nysb.uscourts.gov
Subject: 05-44481-rdd Motion to Extend Time

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Southern District of New York

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Case Name: Delphi Corporation
Case Number: 05-44481-rdd
Document Number: 18952

Docket Text:

Supplemental Motion to Extend Time *Supplemental Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order* filed by John Wm. Butler Jr. on behalf of Delphi Corporation. with hearing to be held on 10/22/2009 at 10:00 AM at Courtroom 610 (RDD) Responses due by 10/15/2009, (Attachments: # (1) Proposed Order) (Butler, John)

The following document(s) are associated with this transaction:

Document description: Main Document

Original filename: G:\temp\convert\4(m) Motion.pdf

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2dc7135ef5ec977840aa317147c866cbd2666a601e6b23c2d39d7b0fc3d]]

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EXHIBIT 11

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On August 6, 2007, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Order Authorizing And Approving Delphi-Appaloosa Equity Purchase And Commitment Agreement Pursuant To 11 U.S.C §§ 105(a), 363(b), 503(b), And 507(a) ("Delphi-Appaloosa Investment And Plan Support Order") (Docket No. 8856) [a copy of which is attached hereto as Exhibit D]
- 2) Sixth Amended Order Suspending Further Proceedings On Debtors' Motion For Order Under 11 U.S.C § 1113(c) Authorizing Rejection Of Collective Bargaining Agreements And Authorizing Modification Of Retiree Welfare Benefits Under 11 U.S.C. § 1114(g) ("Sixth Amended Section 1113 And 1114 Proceedings Suspension Order") (Docket No. 8880) [a copy of which is attached hereto as Exhibit E]
- 3) Expedited Motion For Order Under 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2), And 546(a) And Fed. R. Bankr. P. 7004, 9006(c), And 9018 (i) Authorizing Debtors To Enter Into Stipulations Tolling Statute Of Limitations With Respect To Certain Claims, (ii) Authorizing Procedures To Identify Causes Of Action That Should Be Preserved, And (iii) Establishing Procedures For Certain Adversary Proceedings Including Those Commenced By Debtors Under 11 U.S.C. § 541, 544, 545, 547, 548, Or 553 ("Preservation Of Estate Claims Procedures Motion") (Docket No. 8905) [a copy of which is attached hereto as Exhibit F]

- 4) Expedited Motion For Order Under 11 U.S.C. §§ 363, 1113, And 1114 And Fed. R. Bankr. P. 6004 And 9019 Approving (I) Memoranda Of Understanding Among IUOE, IBEW, IAM, Delphi, And General Motors Corporation Including Modification Of IUOE, IBEW, And IAM Collective Bargaining Agreements And Retiree Welfare Benefits For Certain IUOE, IBEW, And IAM-Represented Retirees And (II) Modification Of, And Term Sheet Regarding, Retiree Welfare Benefits For Certain Non-Represented Hourly Active Employees And Retirees ("IUOE, IBEW, And IAM 1113/1114 Settlement And Retiree Benefit Approval Motion") (Docket No. 8906) [a copy of which is attached hereto as Exhibit G]
- 5) Expedited Motion For Order Under 11 U.S.C. §§ 363, 1113, And 1114 And Fed. R. Bankr. P. 6004 And 9019 Approving Memorandum Of Understanding Among IUE-CWA, Delphi, And General Motors Corporation Including Modification Of IUE-CWA Collective Bargaining Agreements And Retiree Welfare Benefits For Certain IUE-CWA-Represented Retirees ("IUE-CWA 1113/1114 Settlement Approval Motion") (Docket No. 8907) [a copy of which is attached hereto as Exhibit H]

On August 6, 2007, I caused to be served the document listed below (i) upon the parties listed on Exhibit I hereto via overnight delivery and (ii) upon the parties listed on Exhibit J hereto via electronic notification:

- 6) Order Authorizing And Approving Delphi-Appaloosa Equity Purchase And Commitment Agreement Pursuant To 11 U.S.C §§ 105(a), 363(b), 503(b), And 507(a) ("Delphi-Appaloosa Investment And Plan Support Order") (Docket No. 8856) [a copy of which is attached hereto as Exhibit D]

On August 6, 2007, I caused to be served the documents listed below upon the parties listed on Exhibit K hereto via overnight delivery:

- 7) Sixth Amended Order Suspending Further Proceedings On Debtors' Motion For Order Under 11 U.S.C § 1113(c) Authorizing Rejection Of Collective Bargaining Agreements And Authorizing Modification Of Retiree Welfare Benefits Under 11 U.S.C. § 1114(g) ("Sixth Amended Section 1113 And 1114 Proceedings Suspension Order") (Docket No. 8880) [a copy of which is attached hereto as Exhibit E]
- 8) Expedited Motion For Order Under 11 U.S.C. §§ 363, 1113, And 1114 And Fed. R. Bankr. P. 6004 And 9019 Approving (I) Memoranda Of Understanding Among IUOE, IBEW, IAM, Delphi, And General Motors Corporation Including Modification Of IUOE, IBEW, And IAM Collective Bargaining Agreements And Retiree Welfare Benefits For Certain IUOE, IBEW, And IAM-Represented Retirees And (II) Modification Of, And Term Sheet

Regarding, Retiree Welfare Benefits For Certain Non-Represented Hourly Active Employees And Retirees ("TUOE, IBEW, And IAM 1113/1114 Settlement And Retiree Benefit Approval Motion") (Docket No. 8906) [a copy of which is attached hereto as Exhibit G]

- 9) Expedited Motion For Order Under 11 U.S.C. §§ 363, 1113, And 1114 And Fed. R. Bankr. P. 6004 And 9019 Approving Memorandum Of Understanding Among IUE-CWA, Delphi, And General Motors Corporation Including Modification Of IUE-CWA Collective Bargaining Agreements And Retiree Welfare Benefits For Certain IUE-CWA-Represented Retirees ("IUE-CWA 1113/1114 Settlement Approval Motion") (Docket No. 8907) [a copy of which is attached hereto as Exhibit H]

Dated: August 10, 2007

/s/ Evan Gershbein
Evan Gershbein

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 10th day of August, 2007, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Leanne V. Rehder

Commission Expires: 6/2/08

EXHIBIT A

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY/FUNCTION |
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In re: Delphi Corporation, et al.
Case No. 05-44481 (ROD)

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| Tyco Electronics Corporation | | | | | | | | | Creditor Committee Member |

In re: Delphi Corporation, et al.
Case No. 05-44481 (RDD)

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY/FUNCTION |
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EXHIBIT B

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY/FUNCTION |
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Master Service Lists Email

Delphi Corporation
Master Service List

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY/FUNCTION |
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Delphi Corporation
2002 List

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Delphi Corporation
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Delphi Corporation
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